

Date: March 4, 2026

To, The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Symbol: ARSHIYA	To, The Corporate Relationship Department BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 506074
ISIN: INE968D01022	

**Sub: Integrated Annual Report for the Financial Year 2023-24 and Notice convening the 43rd (Forty-Third) Annual General Meeting ("AGM") for the financial year 2023-2024 of Arshiya Limited (under Corporate Insolvency Resolution Process) ("the Company")**

Dear Sir / Madam,

This is to inform you that the Forty-Third (43<sup>rd</sup>) Annual General Meeting of Arshiya Limited scheduled to be held on **Friday, March 27, 2026, at 12:30 P.M. ("IST") via Video Conference/ Other Audio-visual Means, in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI).**

Pursuant to Regulations 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are enclosing herewith the **Integrated Annual Report of the Company including the Notice convening the Forty-Third (43<sup>rd</sup>) AGM and other Statutory Reports for the Financial Year 2023-24**, which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent ('RTA')/Depository Participant(s) ('DPs').

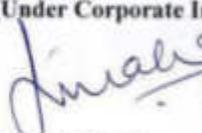
Further, in accordance with the Regulation 36(1)(b) of the SEBI Listing Regulations, the Company has initiated sending a letter to the Shareholders whose e-mail addresses are not registered with the Company/RTA/DPs, providing a web-link from where the Integrated Annual Report can be accessed on the website of the Company.

The Integrated Annual Report containing the Notice of the AGM is also available on the website of the Company at [www.arshyalimited.com](http://www.arshyalimited.com)

This is for information of the Exchanges and the Members.

Thank you

For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)

  
Pankaj Mahajan

Resolution Professional

IBBI Registration No: IBBI/PA-001/IP-P00836/2017-2018/11420

AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026

**Arshiya Limited**

(Under Corporate Insolvency Resolution Process)

regd. Off: Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, at Post- Sai Village, Taluka- Panvel, District- Raigad- 410221 T: +02143 662800 | Email:

[cs.arshyalimited@gmail.com](mailto:cs.arshyalimited@gmail.com) | [www.arshyalimited.com](http://www.arshyalimited.com)

CIN: L93000MH1981PLC024747

# ANNUAL REPORT

The logo for Arshiya is centered within a large white circle. It consists of the word "Arshiya" in a dark blue, sans-serif font. A small yellow circle is positioned above the letter 'i', serving as a decorative dot.

**Arshiya**

## FINANCIAL YEAR

### 2023-2024

# Company Highlights

## Arshiya's Integrated Service Advantages



**Free Trade and  
Warehousing Zones**



**Transport & Handling**

**Inland Container Depot**



**Domestic Warehouse**



# Introduction to FTWZ (Free Trade Warehousing Zones)

- **Free Trade Warehousing Zone** where trading, warehousing & other value-added activities are carried out
- **'Deemed foreign territory'** within the geography of India for the purpose of tariff & trade.

## FTWZ Intended for

- To make India a **global trading hub** like Dubai, Singapore, Shanghai etc.,
- To **facilitate import & export** of goods & services with freedom to carry out trade transactions in **free currency**.
- To create **world-class infrastructure** for **warehousing & trading**.
- To introduce **one-stop solution** for imports & exports.

## Offering to customers

A host of **'Value-Added Services'** permitted within FTWZs gives them a unique edge to optimize supply chains of businesses



Storage



Handling



Transportation



Documentation



Tagging & Labeling



Packing



Bottling



Packaging



Painting



Cutting



Palletization



Quality Assurance



Manufacturing



Refurbishment, Repairs & Maintenance



# **CORPORATE INFORMATION**

## **1. BOARD OF DIRECTORS**

Mr. Ajay Shankar Mittal	Chairman & Managing Director
Mrs. Archana Mittal	Joint Managing Director
Mr. Ashishkumar Bairagra	Non- Executive Independent Director
Mr. Rishabh Shah	Non- Executive Independent Director
Mr. Ved Prakash	Non- Executive Independent Director
Dr. Priya Madhukar Kenkare	Non- Executive Independent Director

## **2. KEY MANAGERIAL PERSONNEL (KMP)**

Mr. Dinesh Sodani	Chief Financial Officer (CFO)
Mr. Ajit Dabolkar	Company Secretary & Compliance Officer

## **4. STATUTORY AUDITOR**

M/s A R T H A & Associates (FRN: 138552W), Chartered Accountants, Mumbai

## **5. SECRETARIAL AUDITOR**

M/s Loveneet Handa & Associates (Peer Review No. 5316/2023), Company Secretary

## **6. INTERNAL AUDITOR**

M/s Anupam Parashar & Co., (FRN: 023779C), Chartered Accountants

## **7. COMMITTEES OF DIRECTORS**

### **A. AUDIT COMMITTEE**

<b>Name of the Committee Member</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Ashishkumar Bairagra	Chairperson & Member	Non-Executive Independent Director
Mr. Ajay Shankarlal Mittal	Member	Executive, Managing Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

**B. NOMINATION & REMUNERATION COMMITTEE:**

<b>Name of the Committee Member</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Ashishkumar Bairagra	Chairperson & Member	Non-Executive Independent Director
Mr. Ajay Shankarlal Mittal	Member	Executive, Managing Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

**C. STAKEHOLDER RELATIONSHIP COMMITTEE:**

<b>Name of the Committee Members</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Rishabh Shah Pankaj	Chairperson & Member	Non-Executive Independent Director
Mr. Ajay Shankarlal Mittal	Member	Managing Director
Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director

**D. RISK MANAGEMENT COMMITTEE:**

<b>Name of the Committee Members</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Ajay Shankarlal Mittal	Chairperson & Member	Executive, Managing Director
Mr. Ved Prakash	Member	Non-Executive Independent Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director
Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director

**E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

<b>Name of the Committee Member</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mrs. Archana A Mittal	Chairperson & Member	Joint Managing Director
Mr. Ajay Shankarlal Mittal	Member	Managing Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

## **F. COMMITTEE OF DIRECTORS:**

<b>Name of the Member</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Ajay Shankarlal Mittal	Chairperson & Member	Managing Director
Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director
Dr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

## **8. BANKERS**

Axis Bank Limited  
ICICI Bank Limited  
State Bank of India  
IDFC First Bank Limited  
Punjab National Bank  
Union Bank of India

## **9. REGISTRARS & SHARE TRANSFER AGENTS**

Bigshare Services Private Limited  
Pinnacle Business Park, Office no. S6-2, 6<sup>th</sup> Floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai- 400093

## **10. REGISTERED OFFICE AND CONTACT DETAILS**

Arshiya FTWZ, CO-1, Survey No 178/3 & 178/4, At Post- Sai Village, Taluka Panvel  
Rigad- 410221  
Tele: +91 22 4230 5500  
Website: [www.arshyalimited.com](http://www.arshyalimited.com)  
E-mail: [cs.arshyalimiyed@gmail.com](mailto:cs.arshyalimiyed@gmail.com)

## **11. LISTING ON STOCK EXCHANGE**

**BSE LIMITED**  
Scrip Coe: 506074

**NSE LIMITED**  
Symbol: ARSHIYA

## **12. INTERNATIONAL SECURITY IDENTITY NUMBER (ISIN)**

INE968D01022

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## **NOTICE OF FORTY-THIRD (43<sup>rd</sup>) ANNUAL GENERAL MEETING (“AGM”)**

NOTICE is hereby given that the **Forty- Third (43<sup>rd</sup>) Annual General Meeting** of the Members of **ARSHIYA LIMITED** (“the Company/Corporate Debtor”) scheduled to be held on **Friday, March 27, 2026, at 12:30 P.M. (“IST”)** through **Video Conferencing (VC)/ (VC)/ another Audio-Visual Means (OAVM)**. The venue of the meeting shall be deemed to be the Registered Office of the company to transact the following businesses:

### **SYNOPSIS: -**

**Members are hereby informed that the Corporate Insolvency Resolution Process (CIRP) has been initiated against Arshiya Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016 by Punjab National Bank, the Financial Creditor, in respect of an alleged default of Rs. 193,24,35,349.59/- (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). Arshiya Limited, being the Corporate Guarantor of Arshiya Northern FTWZ Limited (ANFL), became subject to CIRP after ANFL’s loan account was classified as a Non-Performing Asset (NPA) on 30.09.2014. In view of this default, Punjab National Bank filed an application for initiation of CIRP against Arshiya Limited on 20.08.2019.**

On 23.04.2024, the Hon’ble National Company Law Tribunal (NCLT), Mumbai Bench, admitted the application filed by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code and appointed Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-2018/11350) as the Interim Resolution Professional (IRP). Upon admission, the management of the Company vested with the IRP in accordance with the provisions of the Code, and all powers of the Board of Directors, including the management of affairs of the Company, became exercisable by the IRP during the CIRP period.

Subsequently, an appeal was filed before the Hon’ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, by a suspended Director of Arshiya Limited challenging the order passed by the NCLT. On 30.04.2024, during the first hearing, the Hon’ble NCLAT granted an interim stay on the constitution of the Committee of Creditors (CoC), based on the submissions of the appellant that a resolution proposal was being considered with the largest member of the lending consortium, Punjab National Bank. Further hearings were held on 15.05.2024 and 10.07.2024, during which the appellant submitted fresh proposals for consideration by Punjab National Bank. However, on 16.07.2024, the Hon’ble NCLAT vacated the interim stay as the settlement proposals submitted by the suspended Director were rejected, and the constitution of the CoC was allowed to proceed.

The IRP constituted the Committee of Creditors on 31.07.2024, and the first meeting of the CoC was held on 08.08.2024. During this meeting, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) in place of the IRP, to carry out the functions under the Code for the remainder of the CIRP period.

Since then, the CoC has held multiple meetings to oversee and supervise the CIRP in accordance with the provisions of the Code. During these meetings, the CoC has approved the Request for Resolution Plan (RFRP), the evaluation matrix for resolution applicants, and ratified various professional fees including statutory auditors, legal advisors, and transaction auditors. The CoC has also approved related party transactions, interim finance arrangements,

inclusion of additional claims received by the RP, and grant of rights for operational use of Company assets to facilitate smooth functioning during the CIRP. Extensions of the CIRP period have also been approved in accordance with Section 12 of the Code to allow adequate time for completion of the process.

Members are further informed that due to the ongoing CIRP, the Company was unable to conduct its 43rd Annual General Meeting for the Financial Year 2023–24. The CIRP remains ongoing, with the Committee of Creditors actively supervising all proceedings to ensure compliance with the Insolvency and Bankruptcy Code, 2016, and to facilitate progress toward a viable resolution plan for the Company, ensuring that the interests of all stakeholders are protected in a fair and transparent manner.

In order to ensure statutory compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the powers vested in the Resolution Professional under the Code, the Resolution Professional has Scheduled the 43<sup>rd</sup> Annual General Meeting of the Company to transact the requisite statutory business and to regularize all pending compliances with the Registrar of Companies and the Securities and Exchange Board of India.

Accordingly, the following business is proposed to be transacted at the ensuing Annual General Meeting:

**ORDINARY BUSINESSES TO BE VOTED:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024, including the Audited Balance Sheet as of March 31, 2024, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Resolution Professional Report and the Auditors thereon.**

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

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2024, including the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, together with the Reports of the Resolution Professional and the Auditors thereon, as placed before the members, be and are hereby received, considered and adopted.”

**ORDINARY BUSINESSES TO BE DISCUSSED/NOTED**

- 2. To take note of non-preparation of Consolidated Financial Statements for Financial Year ended March 31, 2024**

**Members are hereby informed that the Company is undergoing the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016, which commenced on April 23, 2024.** Pursuant to the provisions of the Code, Mr. Pankaj Mahajan has been appointed as the Resolution Professional of the Company to oversee and manage the CIRP and the powers of the Board of Directors stand suspended and are being exercised by the RP.

Members are further informed that certain subsidiary company(ies) of the Company are also undergoing CIRP and/or their financial statements and requisite financial information were

not finalized within the prescribed timelines. In absence of complete and audited financial data from such subsidiary company(ies), preparation of Consolidated Financial Statements in accordance with Section 129(3) of the Companies Act, 2013 read with applicable Accounting Standards/Ind AS was not feasible for the Financial Year ended March 31, 2024.

In view of the ongoing CIRP and the above circumstances, this agenda item is being included in the Notice of the Annual General Meeting solely for the purpose of complying with the applicable provisions of the Companies Act, 2013. The Company will continue to take all necessary steps to ensure compliance and consolidation as soon as the required information is made available by its subsidiary company(ies).

*// All shareholders are hereby requested to take note of the same //*

**3. To take note regarding non-applicability of retirement of Director by rotation for FY 2023-2024.**

**Members are informed that the Company is presently under the Corporate Insolvency Resolution Process (CIRP) in terms of the Insolvency and Bankruptcy Code, 2016, and Mr. Pankaj Mahajan is acting as the Resolution Professional (RP).**

Pursuant to Section 17(1)(b) of the Code, the powers of the Board of Directors remain suspended and are being exercised by the Resolution Professional during the continuance of CIRP. Accordingly, the provisions relating to retirement of directors by rotation are not applicable in the usual manner during this period.

The proposed appointment of the Director, who is liable to retire by rotation, is included in the Notice of this Annual General Meeting solely to comply with the requirements of Section 152(6) of the Companies Act, 2013. It is clarified that the Board shall continue to remain suspended during the subsistence of CIRP, and the tenure and continuation of the Director shall be subject to the Resolution Plan, as may be approved by the Hon'ble Adjudicating Authority.

*// All shareholders are hereby requested to take note of the same //*

**For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)**

**Sd/-**

**Pankaj Mahajan**

**Resolution Professional**

**IBBI Registration No: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**Date: February 27, 2026**

**Place: Delhi**

## NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 43rd AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (‘SEBI’), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 43rd AGM of the Company is being held through VC/OAVM on **Friday, March 27<sup>th</sup> 2026 at 12:30 P.M.** (IST). The deemed venue for the AGM will be the Registered Office of the Company i.e. **Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, at Post- Sai Village, Taluka- Panvel, District- Raigad- 410221.**
2. Members are hereby informed that pursuant to the Special Resolution passed by the Members of Arshiya Limited on April 30, 2024, the Registered Office of the Company has been shifted within the State of Maharashtra. The Company has duly intimated the said change of Registered Office to the Registrar of Companies by filing Form GNL-2 vide SRN AB0553353 dated 19/09/2024 as a general filing for record purposes. However, due to the ongoing Corporate Insolvency Resolution Process (CIRP) and practical constraints relating to affixation and authentication of the prescribed e-form with the Digital Signature Certificate (DSC) of the Resolution Professional, filing of Form INC-22 could not be completed within the prescribed timeline.

Accordingly, the Master Data of the Company available on the MCA portal is presently reflecting the earlier registered office address and is pending update. The Company is taking necessary steps to complete the statutory formalities and update the records with the Registrar of Companies at the earliest.

3. **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 OR 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.**

4. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to [loveneet.cs@gmail.com](mailto:loveneet.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on “Upload Board Resolution/Authority letter”, etc. displayed under ‘e-Voting’ tab in their Login.
5. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
6. 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 as on the cutoff date will be entitled to vote at the AGM.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode 15 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 to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (‘NSDL’) and Central Depositories Services (India) Limited (‘CDSL’), (collectively ‘Depositories’)/Registrar & Transfer Agent (‘RTA’), unless any Member has requested for a physical copy of the same. The Notice of AGM and Integrated Annual Report 2023-24 are available on the Company’s website at <https://www.arshiyalimitesd.com/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated

the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.arshiyalimitesd.com/> and on the website of the Company's RTA's at [www.bigshareonline.com](http://www.bigshareonline.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

11. SEBI vide its notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
12. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.arshiyalimitesd.com/> and website of the Registrar and Transfer Agent ('RTA') at [www.bigshareonline.com](http://www.bigshareonline.com). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute

Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

16. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company’s RTA in case the shares are held by them in physical form.
17. The Registers of Members and Share transfer books of the company will remain closed from **Saturday, March 21<sup>st</sup>, 2026, to Friday, March 27<sup>th</sup> 2026 (both inclusive days)** for the purpose of annual closure of books.
18. In accordance with SEBI (Listing Obligations & Disclosures Requirements) (4<sup>th</sup> Amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e.f April 01, 2019. Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:
  - Issue of duplicate share certificate
  - Claim from unclaimed suspense account
  - Renewal/Exchange of securities certificate
  - Endorsement
  - Sub-division/ splitting of securities certificate
  - Transmission
  - Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Bigshare Services Private Limited, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

19. Pursuant to Securities & Exchange Board of India vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 and SEBI/HO/MIRSD/MIRSD\_POD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with Aadhar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

### Freezing of Folios without valid PAN, KYC details, Nomination

- A. In case, any of the aforesaid documents/details are not available in a Folio, or on after 1<sup>st</sup> October, 2024, the same shall be frozen by RTA.
- B. Similarly, in case the PAN(s) in a folio is/are not valid as on the cut -off date specified by the Central Board of Direct Taxes (CBDT) then also the folio shall be frozen as above.
- C. A member/claimant will be eligible to lodge grievances or avail service request from the RTA or eligible for any payment including dividend only after furnishing the complete documents or details as aforesaid.

In case the folio continues to remain frozen as on 31<sup>st</sup> December 2025, the RTA/ Company shall refer such frozen folios to the Administering Authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

We would further like to draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/ HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal/Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission and 8) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. Bigshare Services Private Limited.

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a member does not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted.

Sr. No.	Particulars	Please furnish details in
1	PAN	Form No: ISR-1
2	Address with PIN Code	
3	Email Address	
4	Mobile Number	

5	Bank Account details (Bank name and Branch, Bank Account Number, IFS Code)	
6	Demat Account Number	
7	Specimen Signature	Form No.: ISR-2
8	Nomination details	Form No.: SH-13
9	Declaration to opt out Nomination	Form No.: ISR-3
10	Cancellation or Variation of Nomination	Form No.: SH-14
11	Request for issue of Securities in dematerialized form in case of below:	Form No: ISR-4
I	Issue of duplicate securities certificate	
II	Claim from Unclaimed Suspense Account	
III	Renewal / Exchange of securities certificate	
IV	Endorsement	
V	Sub-division / Splitting of securities certificate	
VI	Consolidation of securities certificates/ folios	
VII	Transmission	
VIII	Transposition	

20. In case of major mismatch in the signature of the member(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along with Form ISR-1 for updating of the KYC Details or

Nomination. All the aforesaid forms can be downloaded from the website of the Company and from the website of the RTA at [www.bigshareonline.com](http://www.bigshareonline.com)

21. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company <https://www.arshiyalimitesd.com/> and on the website of National Securities Depository Limited (NSDL) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the Authorized Agency for providing voting through electronic means and AGM through VC/OAVM).
22. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with the 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 Secretary of the company or Bigshare Services Private Limited, Company's Registrar and Share transfer Agents ("RTA") (Tele No. 011-26387281/82/83) for assistance in this regard.
23. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participant ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
24. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.
25. For receiving all future correspondence (including Annual Report) from the Company electronically shareholders are advised to register their e-mails id with the company/ Depository. In view of the above please follow below instructions to register their email id for obtaining Annual Report for F.Y. 2023-24 and login details for e-voting.

#### **For Physical Shareholders**

Send a signed request letter to Registrar and Share Transfer Agents of the Company, Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) providing Folio Number, Name of the Shareholders, scanned copy of PAN Card, Aadhar (Self attested scanned copy of Aadhar card) with subject line (Register E-mail ID Folio No(Mention Folio No) of Arshiya Limited.

#### **For Demat Shareholders**

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

26. In case a person has become a member of the company after dispatch of the AGM notice but on or before the cut-off date for e-voting i.e., Friday March 20<sup>th</sup> 2026, such person may obtain the User ID and Password from RTA by email request on [investor@bigshareonline.com](mailto:investor@bigshareonline.com). However, if the shareholder is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If a member forgets the password, it can be reset by using 'Forgot User Details/Password' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
27. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date i.e., Friday, March 20<sup>th</sup> 2026.
28. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
29. Members holding equity shares shall have One Vote per share as shown against their holding.
30. Members can cast their vote separately for each business to be transacted at the Annual General Meeting. They may also elect not to vote on some resolution(s).
31. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
32. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/ email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
33. Those Members who have already registered their email IDs are requested to keep the same validated with their DP/RTA to enable serving of notices/ documents/Annual Reports and other communications electronically to their email ID in future.
34. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**

In term of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'Rules' for the purpose of this section of the Notice) and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 43<sup>rd</sup> Annual General Meeting (AGM) through electronic voting systems, to members holding as on Friday, March 20<sup>th</sup> 2026 (end day), being cut-off date fixed for determining voting rights of members, entitled to participate in the remote

e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **Tuesday, March 24<sup>th</sup>, 2026 at 09:00 A.M.** and ends on **Friday, March 27<sup>th</sup> 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **Friday, March 20<sup>th</sup> 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, March 20<sup>th</sup> 2026**.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL.**

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

**Individual Shareholders holding securities in demat mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.**

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-voting website of the NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company  For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- A. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- B. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- C. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in

<p>physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.</p> <p>ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
<p>6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>a. Click on <b>“Forgot User Details/Password?”</b> (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c. Physical User Reset Password?” (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.</p>
<p>8. Now, you will have to click on “Login” button.</p>
<p>9. After you click on the “Login” button, Home page of e-Voting will open.</p>

Step 2: Cast your vote electronically and join General Meetings on NSDL e-voting system.

How to cast your vote electronically and join General Meetings on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [loveneet.cs@gmail.com](mailto:loveneet.cs@gmail.com) (email of scrutinizer) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on «Upload Board Resolution / Authority Letter» displayed under «e-Voting» tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [www.bigshareonline.com](http://www.bigshareonline.com) or [cs.arshiyalimited@gmail.com](mailto:cs.arshiyalimited@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [www.bigshareonline.com](http://www.bigshareonline.com) or [cs.arshiyalimited@gmail.com](mailto:cs.arshiyalimited@gmail.com).
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

4. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM/EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. 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 General 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 Shareholder/Member 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company email ID – [cs.arshiyalimited@gmail.com](mailto:cs.arshiyalimited@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id– [cs.arshiyalimited@gmail.com](mailto:cs.arshiyalimited@gmail.com)). These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **GENERAL INSTRUCTIONS:**

1. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
2. **Mr. Lovneet Handa (FCS Membership No. 9055 & COP 10753), Proprietor of Lovneet Handa & Associates having peer review certificate number: 5316/2023,** has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

5. The Scrutinizer shall within two (2) working days of conclusion of the AGM submit his Scrutinizer Report of the total votes cast in favour or against, if any to the Chairman or any Director of the Company or any other person authorized who shall declare the results of voting forthwith.
6. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.arshiyalimited.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the NSE Limited.

**For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)**

**Sd/-**

**Pankaj Mahajan**

**Resolution Professional**

**IBBI Registration No: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**Date: February 27, 2026**

**Place: Delhi**

## **REPORT BY RESOLUTION PROFESSIONAL**

**To,  
The Members  
ARSHIYA LIMITED (“herein referred as “the Company/ The Corporate Debtor””)  
(COMPANY UNDER CIRP)  
ARSHIYA FTWZ, CO-1, SURVEY NO 178/3 & 178/4,  
AT POST – SAI VILLAGE, TALUKA- PANVEL, RIGAD- 410221**

The Resolution Professional appointed by the Hon’ble Adjudicating Authority, The National Company Law Tribunal, Mumbai Bench, in whom the powers of Board of Directors are vested presents the Forty-Third (43<sup>rd</sup>) Annual Report of the Company along with Audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Corporate Debtor for the period starting from April 01, 2023 to March 31, 2024 and notes forming part of the Financial Statement for the period starting from April 01, 2023 to March 31, 2024 read together with the Auditors Report

### **1. CIRP BACKGROUND OF THE COMPANY**

Members are hereby informed that the Corporate Insolvency Resolution Process (CIRP) has been initiated against Arshiya Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016 by Punjab National Bank, the Financial Creditor, in respect of an alleged default of Rs. 193,24,35,349.59/- (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). Arshiya Limited, being the Corporate Guarantor of Arshiya Northern FTWZ Limited (ANFL), became subject to CIRP after ANFL’s loan account was classified as a Non-Performing Asset (NPA) on 30.09.2014. In view of this default, Punjab National Bank filed an application for initiation of CIRP against Arshiya Limited on 20.08.2019.

On 23.04.2024, the Hon’ble National Company Law Tribunal (NCLT), Mumbai Bench, admitted the application filed by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code and appointed Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-2018/11350) as the Interim Resolution Professional (IRP). Upon admission, the management of the Company vested with the IRP in accordance with the provisions of the Code, and all powers of the Board of Directors, including the management of affairs of the Company, became exercisable by the IRP during the CIRP period.

Subsequently, an appeal was filed before the Hon’ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, by a suspended Director of Arshiya Limited challenging the order passed by the NCLT. On 30.04.2024, during the first hearing, the Hon’ble NCLAT granted an interim stay on the constitution of the Committee of Creditors (CoC), based on the submissions of the appellant that a resolution proposal was being considered with the largest member of the lending consortium, Punjab National Bank. Further hearings were held on 15.05.2024 and 10.07.2024, during which the appellant submitted fresh proposals for consideration by Punjab National Bank. However, on 16.07.2024, the Hon’ble NCLAT vacated the interim stay as the settlement proposals submitted by the suspended Director were rejected, and the constitution of the CoC was allowed to proceed.

The IRP constituted the Committee of Creditors on 31.07.2024, and the first meeting of the CoC was held on 08.08.2024. During this meeting, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) in place of the IRP, to carry out the functions under the Code for the remainder of the CIRP period.

Since then, the CoC has held multiple meetings to oversee and supervise the CIRP in accordance with the provisions of the Code. During these meetings, the CoC has approved the Request for Resolution Plan (RFRP), the evaluation matrix for resolution applicants, and ratified various professional fees including statutory auditors, legal advisors, and transaction auditors. The CoC has also approved related party transactions, interim finance arrangements, inclusion of additional claims received by the RP, and grant of rights for operational use of Company assets to facilitate smooth functioning during the CIRP.

Members are further informed that due to the ongoing CIRP, the Company was unable to conduct its 43rd Annual General Meeting for the Financial Year 2023–24. The CIRP remains ongoing, with the Committee of Creditors actively supervising all proceedings to ensure compliance with the Insolvency and Bankruptcy Code, 2016, and to facilitate progress toward a viable resolution plan for the Company, ensuring that the interests of all stakeholders are protected in a fair and transparent manner.

## **2. RESOLUTION PROFESSIONAL (RP) OF THE CORPORATE DEBTOR**

Pursuant to the initiation of the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016, **Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-2018/11350) was appointed as the Interim Resolution Professional (IRP) of the Company.**

Subsequently, in accordance with the applicable provisions of the Insolvency and Bankruptcy Code, 2016 and upon approval of the Committee of Creditors, **Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) was appointed as the Resolution Professional (RP) of Arshiya Limited in place of the Interim Resolution Professional during the Corporate Insolvency Resolution Process (CIRP).**

**3.FINANCIAL SUMMARY OR HIGHLIGHTS/ STATE OF COMPANY'S AFFAIRS:**

FINANCIAL RESULTS	(Figure in Lacs)	
	Financial Year ended 31 <sup>st</sup> March, 2024	Financial Year ended 31 <sup>st</sup> March, 2023
Particulars		
Revenue from Operations	1,376.65	2,619.48
Other Income	483.55	1,421.37
Profit before Depreciation, Finance Cost, exceptional items and tax expenses	<b>(1,69,008.56)</b>	<b>(5,980.36)</b>
Less: Depreciation/ Amortization impairment expenses	778.78	836.62
Profit before Tax Expense and Exceptional Items and Finance Cost	<b>(1,69,787.34)</b>	<b>(6,816.98)</b>
Less: Finance Cost	30,027.17	11,434.00
Profit before Tax Expense and Exceptional Items	<b>(1,99,814.51)</b>	<b>(18,250.98)</b>
Add/ (Less): Exceptional Items	(82,319.41)	0
Profit before Tax Expense	<b>(1,17,495.10)</b>	<b>(18,250.98)</b>
Less Tax Expenses (Current, Deferred & Earlier Year)	0	0
Less MAT Credit	0	0
Net Tax Expenses	0	0
Profit after tax for the year	<b>(1,17,495.10)</b>	<b>(18,250.98)</b>

**4.KEY FINANCIAL RATIOS (STANDALONE)**

S.No	Ratio	Formula	2023-24	2022-23
1	<b>Current Ratio</b>	<u>Current Assets</u>	0.24	0.70
		<u>Current Liabilities</u>		
2	<b>Debt – Equity Ratio</b>	<u>Total Debt</u>	-2.51	1.95
		<u>Shareholder's Equity</u>		

3	<b>Debt Service Coverage Ratio</b>	Earnings available for debt service (Profit before tax + Interest + Depreciation + Amortization)	-0.01	0.04
		Debt Service (Interest Principal Repayments)		
4	<b>Return on Equity (ROE):</b>	Net Profits after taxes	158.25%	22.02
		Shareholder's Equity		
5	<b>Trade Receivables Turnover Ratio</b>	Revenue From operation	0.21	0.20
		Trade Receivable Outstanding		
6	<b>Trade Payables Turnover Ratio</b>	Purchase	0.47	0.72
		Trade Payable Outstanding		
7	<b>Net capital turnover ratio</b>	Revenue From Operation	-0.01	-0.10
		Current Assets- Current Liability		
8	<b>Net profit ratio</b>	Net Profit	-8534.86%	-696.74%
		Revenue From Operation		
9	<b>Return on capital employed (ROCE)</b>	Earnings before interest and taxes	-1.99%	-2.79
		Total Equity + Total Debt		
10	<b>Return on Investment</b>	Net Profit after tax	0.00%	0.00%
		Investment or Total Assets		
11	<b>Inventory Turnover Ratio</b>	Cost of Goods Sold or Sales	-	-
		Average Inventory		

#### **5.STATE OF THE COMPANY AFFAIRS, IF ANY.**

Arshiya Limited is a Public Company incorporated on July 03, 1981. It is classified as a non-govt company and is registered at Registrar of Companies, Mumbai. Its authorized share capital is Rs. 60,50,00,000/- and its paid-up capital is Rs. 52,69,51,830/-.

Total Revenue earned by the Corporate Debtor (from its operations and from other sources) is **Rs. 1376.65 Lakhs** during the year which was higher in comparison to the revenue of earned during the previous year **Rs. 2,619.48 Lakhs**. Further, the Corporate Debtor has incurred a Net Loss of **Rs. (117493.42) Lakhs in** comparison to **Rs. (18,250.98) Lakhs** in the previous financial year

Further, The Resolution Professional is making all his endeavor to carry the operations of the corporate debtor on a going concern basis and protecting and preserving the value of the corporate debtor's property.

## **6. RESERVE AND SURPLUS**

As of March 31, 2024, the Company's reserves and surplus stood at **INR (39,853.63) lakhs**. This comprises the Security Premium Account balance of **INR 2,38,771.31 lakhs**. The ESOP Reserve remained at **INR 228.84 lakhs**, reflecting the allocation towards employee stock options. The General Reserve stood at **INR 940.18 Lakhs**. The Amalgamation Reserve stood at **124.80 Lakhs**. The Retained earnings showed a cumulative balance of **INR (2,79,918.76) lakhs**.

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Balance at the Beginning of the year</b>	(1,62,425.34)
<b>Loss for the year</b>	(1,17,495.10)
<b>Other Comprehensive Income</b>	1.68
<b>ESOP reserve</b>	228.84
<b>General Reserve</b>	940.18
<b>Amalgamation Reserve</b>	124.80
<b>Reserve and Surplus</b>	2,38,771.31
<b>Balance at the end of the year</b>	<b>(39,853.63)</b>

## **7. DIVIDEND AND TRANSFER OF UNCLAIMED DIVIDEND TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the companies Act, 2013, does not apply to the company, as no dividend is recommended to the shareholders of the Company and there was no transfer of unclaimed dividend to investor education and protection fund (IEPF) as well during the period under review due to the ongoing CIRP of the company under Insolvency and Bankruptcy Code, 2016.

## **8. CHANGE IN THE NAME OF THE COMPANY:**

There was no change in the name of the Company during the period under review.

**9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE CORPORATE DEBTOR WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE CORPORATE DEBTOR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

The Members are informed that no material changes or commitments affecting the financial position of the Company occurred during the financial year under review.

However, subsequent to the closure of the financial year and up to the date of this Report, the Corporate Insolvency Resolution Process (CIRP) has been initiated against **Arshiya Limited** under Section 7 of the Insolvency and Bankruptcy Code, 2016.

An application was filed by **Punjab National Bank**, the Financial Creditor, before the Hon'ble **National Company Law Tribunal**, Mumbai Bench, in respect of an alleged default amounting to Rs. 193,24,35,349.59/- (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). The Company, being the Corporate Guarantor of Arshiya Northern FTWZ Limited, became subject to CIRP proceedings pursuant to the default.

The said application was admitted by the Hon'ble NCLT, Mumbai Bench on 23.04.2024, and Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-2018/11350) was appointed as the Interim Resolution Professional (IRP). Upon such admission, the management of the Company stood vested with the IRP in accordance with the provisions of the Code, and the powers of the Board of Directors became exercisable by the IRP during the CIRP period.

Subsequently, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, by a suspended Director of Arshiya Limited challenging the order passed by the NCLT. On 30.04.2024, during the first hearing, the Hon'ble NCLAT granted an interim stay on the constitution of the Committee of Creditors (CoC), based on the submissions of the appellant that a resolution proposal was being considered with the largest member of the lending consortium, Punjab National Bank. Further hearings were held on 15.05.2024 and 10.07.2024, during which the appellant submitted fresh proposals for consideration by Punjab National Bank. However, on 16.07.2024, the Hon'ble NCLAT vacated the interim stay as the settlement proposals submitted by the suspended Director were rejected, and the constitution of the CoC was allowed to proceed.

The IRP constituted the Committee of Creditors on 31.07.2024, and the first meeting of the CoC was held on 08.08.2024. During this meeting, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) in place of the IRP, to carry out the functions under the Code for the remainder of the CIRP period.

Since then, the CoC has held multiple meetings to oversee and supervise the CIRP in accordance with the provisions of the Code. During these meetings, the CoC has approved the Request for Resolution Plan (RFRP), the evaluation matrix for resolution applicants, and ratified various professional fees including statutory auditors, legal advisors, and transaction auditors. The CoC has also approved related party transactions, interim finance arrangements, inclusion of additional claims received by the RP, and grant of rights for operational use of Company assets to facilitate smooth functioning during the CIRP.

Save and except as stated above, and subject to the outcome of the CIRP and orders to be passed by the Hon'ble NCLT, there have been no other material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

## **10. DETAILS OF REVISION OF FINANCIAL STATEMENT OR THE REPORT**

During the period under review, the Company has not undertaken any revision of its financial statements or reports for any of the three preceding financial years. This includes both voluntary revisions and any amendments mandated by a judicial authority or regulatory body. The Company confirms that no revision was made to its previously filed financial statements either voluntarily or pursuant to any order passed by a judicial or regulatory authority.

This ensures that the financial position and performance disclosed in the previous years' reports remain accurate and consistent, and no significant changes or restatements have been made post the approval of the respective annual financial statements.

## **11. BUSINESS OPERATIONS:**

Your Company is a pioneer in introducing and ahead of time with the concept of Free Trade Warehousing Zone ('FTWZ') in India offering huge fiscal and other benefits to its customers.

Arshiya Group currently operates two FTWZs — Panvel FTWZ near Mumbai spread over 145-acre, catering to western India; and Khurja FTWZ near Delhi spread over 127 acres, catering to north India.

Free trade warehousing zones are a category of special economic zones set up to improve logistics infrastructure and facilitate and promote cross-border / international trade. Arshiya's FTWZs serve as mega trading hubs with integrated logistics infrastructure such as special storage areas, world-class material handling equipment, container yards, inland container depot, customs office and commercial complex.

FTWZ facility at Panvel near Mumbai has world class warehousing infrastructure facility meeting the global standards in vicinity of the country's busiest container port, JNPT. It is well connected with National and State Highways, and proposed International Airport in Navi Mumbai. This facility also offers a wide range of third-party logistics ('3PL') services besides various value optimization services ('VOS') to its customers.

Khurja FTWZ near Delhi NCR is strategically located about 80 km from India's capital. Khurja FTWZ is strategically located close to the eastern and western dedicated freight corridor (DFC). Increasing acceptance of the FTWZs with various benefits it offers is witnessing increasing enquiries for bigger space. With various Government reforms and increasing economic activities in the country, the warehousing sector is witnessing increasing participation from institutional investors.

### **b. Third Party Logistics ('3PL') Services Segment:**

With aggressive objective to be serving and providing class of services to its customers your company is in the business of providing 3PL and other value optimization services such as handling and transportation, packaging, consolidation, palletization, labelling, kitting, bagging, bottling, cutting-slitting, survey, quality assurance, refurbishment, repairs and maintenance, washing, etc., to its various clientele through its subsidiaries which is going to be a key player in business dynamics.

## **12. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY:**

During the period under review, there has been no change in the nature of the Company's business. The Company continues to operate in the logistics infrastructure sector, primarily in the development and operation of Free Trade Warehousing Zones (FTWZ) and provision of integrated third-party logistics (3PL) services.

## **13. REGISTRAR AND TRANSFER AGENT**

M/s Bigshare Services Private Limited has been appointed as the Registrar and Share Transfer Agent (RTA) of your Company. They are responsible for handling all matters related to share transfers, dematerialization of shares, and other related services.

Members are requested to direct all correspondence pertaining to the transfer or dematerialization of shares, as well as any other share-related queries, to the following address:

### **M/s Bigshare Services Private Limited**

Pinnacle Business Park, Office no S6-2,  
6th floor, Mahakali Caves Road, Next to Ahura Centre,  
Andheri East, Mumbai, Maharashtra- 400093

## **13. LISTING OF SHARES**

The Equity Shares of your Company are listed on the **National Stock Exchange Limited and BSE Limited** Platform. The Company's shares were listed on National Stock Exchange Limited on December 14, 2009 and listed on BSE Limited on October 11, 1983.

The listing on the National Stock Exchange Limited and BSE Limited has provided the Company access to a wider capital market and enhanced visibility among investors. The Company is following all applicable listing regulations and continues to adhere to the standards and requirements laid down by the NSE and SEBI.

The listing details are as follows:

- **Stock Exchange: National Stock Exchange Limited and BSE Limited**
- **NSE Symbol: ARSHIYA**
- **Scrip Code: 506074**
- **ISIN: INE968D01022**

#### **14. DISCLOSURES RELATING TO SCHEDULE V PART F OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to Schedule V Part F of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details in respect of the shares lying in the suspense account till March 31, 2024 is as under:

<b>Description</b>	<b>No. of cases/No. of shares</b>
Aggregate Number of Shareholders and the outstanding shares in the initiation of suspense account in the beginning of the financial year	Nil
Number of shareholders who approached the Company for transfer of Shares from suspense account during the year 2023-24	NA
Number of shareholders to whom shares were transferred from suspense account during the year 2023-24	NA
Aggregate number of Shareholders and the outstanding shares in the Suspense Account lying as on March 31, 2024	Nil
That the voting rights on these shall remain frozen till the rightful owner of such shares claims the shares	NA

#### **15. REPORT ON CORPORATE GOVERNANCE**

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity is required to submit a quarterly report on Corporate Governance within 21 days from the end of each quarter.

The Company has duly submitted the Corporate Governance Reports for all the quarters up to March 31, 2024, within the prescribed time limit.

The said report is annexed herewith and forms an integral part of the Resolution Professional Report.

***Annexure I: Corporate Governance Report***

#### **16. REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)**

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Annual Report and provides an overview of the industry structure, developments, opportunities, threats, performance, outlook, risks, and internal controls of the Company.

The said report is annexed herewith and forms an integral part of the Resolution Professional Report.

***Annexure II: Management Discussion and Analysis Report.***

## **17. EMPLOYEE STOCK OPTION PLAN**

The Company has established an Employee Stock Option Scheme titled "**Arshiya Limited Employee Stock Option Scheme 2019**" with effect from **September 30, 2019**, to attract, retain, and incentivize eligible employees by providing them an opportunity to participate in the growth of the Company.

The scheme was approved by:

- The **Nomination and Remuneration Committee (NRC)** held in its meeting on **September 4, 2019**.
- The **Board of Directors** in its meeting held on the same date, i.e., **September 4, 2019**, based on the NRC's recommendation.
- The Shareholders in its meeting held on **September 30, 2019**.

The total pool size under the "Arshiya Limited Employee Stock Option Scheme 2019" Scheme is fixed at 1,00,00,000 (One Crore) options exercisable into equity shares.

The scheme is administered and implemented by the **Nomination and Remuneration Committee** in accordance with the applicable provisions of the Companies Act, 2013, and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

### **Allotments and Grants**

The Company granted a total of 17,00,000 employee stock options to eligible employees. Each option confers the right to subscribe to equity share of the Company at a fixed exercise price of ₹2 per share, being the face value of the equity shares. These options were granted in accordance with the vesting schedule, exercise period, and other terms and conditions prescribed in the Arshiya Limited Employee Stock Option Scheme 2019. This tranche marked the initial rollout of the Scheme, enabling key employees to participate in the Company's growth journey. The Company allotted the corresponding equity shares to eligible employees on February 10, 2021.

The Company has granted 12,00,000 equity shares to Mr. Viraj Mahadevia, Director (Strategy) of the Company (a non-Board position in the Company) on 30th June, 2021 at a price of ` 2 per share with a vesting period of 4 lakhs equity shares per year.

Thereafter, 20,00,000 options granted to Navnit Choudhary (Vice President - Commercial) on 13th November 2021

And the Company granted 12,00,000 employee stock options to eligible employees. The options entitle the holders to subscribe to equity shares of the at a fixed exercise price of Rs. 2 per share, being the face value of the equity shares. The Company allotted the corresponding equity shares to eligible employees on November 14, 2022.

## **18. CODE OF CONDUCT**

As the Board's powers are suspended during the CIRP, the Company did not undertake any formal adoption or enforcement of the Code of Conduct for directors and senior management during the financial year 2023-24. All such matters remain under the authority of the Resolution Professional. *The same has been attached as Annexure-III.*

## **19. MD/CFO CERTIFICATE PURSUANT TO THE PROVISIONS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director and Chief Financial Officer are required to provide a certificate confirming, inter alia, the correctness of the financial statements and the adequacy of internal financial controls for the financial year ended March 31, 2024.

The Company was not undergoing Corporate Insolvency Resolution Process (CIRP) during the financial year under review. However, subsequent to the close of the financial year, the Corporate Insolvency Resolution Process of Arshiya Limited was commenced pursuant to the order of the Hon'ble National Company Law Tribunal, and the powers of the Board of Directors stand vested in the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

Accordingly, as on the date of approval and signing of this Annual Report, the powers of the Board of Directors and Key Managerial Personnel are being exercised by the Resolution Professional. Therefore, the Certificate under Regulation 17(8) of the SEBI (LODR) Regulations, 2015, for the financial year ended March 31, 2024, has been issued and signed by the Resolution Professional in discharge of the powers vested in him under the Insolvency and Bankruptcy Code, 2016.

The said Certificate forms part of this Annual Report and is annexed herewith as:

**Annexure IV – Certificate issued by the Resolution Professional under Regulation 17(8) of SEBI (LODR) Regulations, 2015**

## **20. CHANGE IN MEMORANDUM AND ARTICLE OF ASSOCIATION**

During the Financial year under review, there were no changes in the Memorandum and Articles of Association of the Company. The existing MOA and AOA continue to remain in force without any alteration, amendment, or revision during the financial year ended 31st March 2024.

## **21. REGISTERED OFFICE OF THE COMPANY**

During the financial year under review, there was no change in the Registered Office of the Company, which continued to be situated at 205, 206 (Part), 2nd Floor, Ceejay House, Shiv Sagar Estate, F Block, Dr. Annie Besant Road, Worli, Mumbai – 400018.

Subsequently, the Board of Directors, at its meeting held on March 28, 2024, approved the shifting of the Registered Office of the Company from the aforesaid address to Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, At Post – Sai Village, Taluka – Panvel, District – Raigad – 410221, within the State of Maharashtra but outside the local limits of the city of Mumbai.

The said shifting of the Registered Office was approved by the Members of the Company by way of a Special Resolution passed through Postal Ballot on April 30, 2024.

However, pursuant to the order dated April 23, 2024, passed by the National Company Law Tribunal, Mumbai Bench, initiating Corporate Insolvency Resolution Process (CIRP) against the Company, the Company filed Form GNL-2 (SRN: AB0553353) on September 19, 2024. As Form INC-22 has not yet been filed, the earlier Registered Office address continues to be reflected in the master data of the Company.

## **22. CHANGES IN SHARE CAPITAL AND SHARE TRANSFER:**

The Company's Authorized Capital is INR 60,50,00,000 (Rupees Sixty Crore Fifty Lakhs only) divided into 28,75,00,000 Equity Shares of Rs. 2/- (Rupees Two) each and 30,00,000 0% Optionally Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.

The Issued, subscribed and paid-up capital of the Company is INR 52,69,51,830 (Rupees Fifty- two Crore Sixty-nine Lakh Fifty-one Thousand Eight Hundred Thirty only) divided into 26,34,75,915 Equity Shares of Rs. 2/- (Rupees Two) each.

The Company had not issued any Equity Shares with differential voting rights nor any Sweat Equity Shares, Debentures, Bonds or Non-convertible securities, warrants and any Employee Stock Options during the year under review Hence, there was no change in the Share Capital of the company during the reporting period.

*The transfer of shares is processed and managed by the Registrar and Transfer Agent (RTA) of the Corporate Debtor in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI regulations.*

## **23. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on March 31, 2024, the Board of Directors of the Company comprised a balanced mix of executive and non-executive directors, including independent directors, with diverse expertise and experience across industries. The composition of the Board is as follows:

<b>DIN/PAN</b>	<b>NAME OF THE DIRECTOR/KMP</b>	<b>DESIGNATION</b>	<b>DATE OF APPOINTMENT</b>
00226355	Mr. Ajay Shankarlal Mittal	Chairman & Managing Director	01-10-2011
00703208	Mrs. Archana A Mittal	Joint Managing Director	25-10-2005
00049591	Mr. Ashishkumar Bairagra	Non-Executive Independent Director	07-08-2006
00694160	Mr. Rishabh Shah	Non-Executive Independent Director	31-12-2005
02988628	Mr. Ved Prakash	Non-Executive Independent Director	27-06-2020
09758394	Ms. Priya Madhukar Kenkare	Non-Executive Independent Director	07-10-2022
AALPS8025L	Mr. Dinesh Banshilal Sodani	Chief Financial Officer	09-08-2019
AAZPD0776B	Mr. Ajit Dabholkar	Company Secretary & Compliance Officer	14-02-2023

During the Financial Year under review, Mr. Kiran Ankush Shinde (DIN: 09667419) has resigned from the post of directorship with effect from April 07, 2023.

**Post closure of Financial Year 2023-24:**

- *Subsequent of closure of financial year, the Corporate Insolvency Resolution Process (CIRP) has been initiated against the company with effect from April 23, 2024, and due to this the powers of the Board of Directors stand suspended and will be exercised by the resolution Professional. However, According to Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*
- *On April 19, 2024, Mrs. Archana Mittal (DIN: 00703208), Joint Managing Director of the Company, has resigned from the company.*
- *Mr. Ashishkumar Bairagra (DIN: 00049591), Non-Executive Independent Director of the Company, has filed Form DIR-11 intimating his cessation from the office of Independent Director with effect from April 20, 2024, consequent upon completion of his tenure.*

*However, the Company has not filed Form DIR-12 in this regard. The non-filing is on account of the Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order dated April 23, 2024 passed by the National Company Law Tribunal, Mumbai Bench. Upon commencement of CIRP, the powers of the Board of Directors stand suspended and are exercised by the Resolution Professional, resulting in procedural and administrative constraints in undertaking routine statutory filings.*

*The Company is in the process of taking necessary steps for filing Form DIR-12 in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.*

- *Mr. Rishabh Shah Pankaj (DIN: 00694160), Non-Executive Director of the company, has tendered his resignation with effect from September 09, 2024, however, the Company has not filed Form DIR-12 in this regard. The non-filing is on account of the Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order dated April 23, 2024 passed by the National Company Law Tribunal, Mumbai Bench. Upon commencement of CIRP, the powers of the Board of Directors stand suspended and are exercised by the Resolution Professional, resulting in procedural and administrative constraints in undertaking routine statutory filings.*

*The Company is in the process of taking necessary steps for filing Form DIR-12 in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.*

- *Mr. Ajay Shankarlal Mittal (DIN: 00226355), Managing Director of the company has been re-appointed for the period of Five years. The said re-appointment was approved by the board of directors in their board meeting held on April, 19, 2024 based on the recommendation of Nomination and Remuneration Committee, however, the said re-appointment has not been approved by the shareholders in the General Meeting as the company came under Corporate Insolvency Resolution Process (CIRP) and no general meeting has been conducted after the date of commencement of CIRP.*
- *On August 1, 2024 Mr. Ajit Dabholkar (PAN: AAZPD0776B), Company Secretary and Compliance Officer of the company have resigned from the company.*

- *Mr. Dineshkumar Banshilal Sodani, Chief Financial Officer of the Company resigned with effect from 27 July 2025. In this regard, the Company has filed Form GNL-2 (SRN: AB6212238) on 25 August 2025, and the same has also been duly intimated to the Stock Exchanges.*

*However, no filing of Form DIR-12 has been identified in the records. This was due to the fact that the Company is undergoing Corporate Insolvency Resolution Process (CIRP) and, under MCA Version V2, there was no provision to file Form DIR-12 using the Digital Signature of the Resolution Professional.*

*With the introduction of MCA Version V3, the facility to file Form DIR-12 is now available, and the same shall be filed in due course.*

#### **24. WOMEN DIRECTOR:**

In accordance with the provisions of Section 149(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, the Company has complied with the requirement of appointing at least one-woman director on its Board.

In line with this statutory requirement, **Mrs. Archana A Mittal (DIN: 00703208)** was appointed as a **Woman Director** on the Board of the Company with effect from **October 25, 2005**. Her appointment reflects the Company's commitment to promoting gender diversity and balanced representation at the Board level.

#### **Post Closure of Financial Year 2023-24:**

*Mrs. Archana A. Mittal (DIN: 00703208), Joint Managing Director of the Company, has resigned from the office of Director with effect from April 19, 2024.*

*Consequent to her resignation and in view of the Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP). The reconstitution of the Board, including appointment of a Woman Director as required under Section 149 of the Companies Act, 2013, shall be undertaken upon approval and implementation of the Resolution Plan in accordance with the applicable provisions of the Insolvency and Bankruptcy Code, 2016.*

#### **25. INDEPENDENT DIRECTORS DECLARATION:**

The Company has four Independent Directors on its Board, in compliance with the provisions of the Companies Act, 2013 and applicable rules and regulations. The details of the Independent Directors are as follows:

1. **Mr. Ashishkumar Bairagra** (DIN: 00049591)
2. **Mr. Rishabh Shah Pankaj** (DIN: 00694160)
3. **Mr. Ved Prakash** (DIN: 02988628)
4. **Ms. Priya Madhukar Kenkare** (DIN: 09758394)

Pursuant to the provisions of Section 149(8) of the Companies Act, 2013 read with Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has devised a formal framework for performance evaluation of the Board, its Committees, and individual Directors, including Independent Directors.

The Independent Directors have also submitted a declaration confirming that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

During the year under review, one (1) separate meeting of the Independent Directors was held on October 16, 2023, without the attendance of non-independent directors and members of the management.

The Board is of the view that the Independent Directors have performed their roles with diligence and provided valuable guidance and independent judgment in the interest of the Company and its stakeholders.

#### **Post Closure of Financial Year 2023-24:**

*The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*

#### **26. INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTOR**

Pursuant to the provisions of Section 134(3) of the Companies Act, 2013, read with Rule 8(5)(iiia) of the Companies (Accounts) Rules, 2014, the Board of Directors is required to state its opinion on the integrity, expertise, and experience (including proficiency) of the Independent Directors of the Company.

As the Company is a listed entity, the provisions of Section 149(4) of the Companies Act, 2013, relating to the appointment of Independent Directors are applicable. In compliance with these provisions, the Board has carried out a comprehensive evaluation of the integrity, expertise, and experience of all Independent Directors.

The Board confirms that each of the Independent Directors possesses the necessary qualifications, skills, and experience required for their role. Their professional background, in-depth knowledge, and expertise in diverse sectors further contribute to the strategic and operational objectives of the Company. Furthermore, the Independent Directors have demonstrated the requisite proficiency as per the criteria laid out under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and have actively contributed to the governance framework of the Company.

The Board is of the opinion that the Independent Directors meet the independence criteria under Section 149(6) of the Companies Act, 2013, and have the necessary competence to discharge their duties effectively and independently.

**Post Closure of Financial Year 2023-24:**

*The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*

**27. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors of the Company has conducted **Five (05)** meetings during the financial year under review. The maximum interval between any two meetings was well within the maximum permissible period of **one hundred and twenty days**.

The followings Meetings of Board of Directors took place during the Financial Year under review:

S.No	Date of Meeting	Total Number of directors associated as on the date of meeting	Attendance	
			No. of directors Attended	% of attendance
1.	30.05.2023	6	6	100
2.	14.08.2023	6	4	66.67
3.	09.11.2023	6	4	66.67
4.	21.02.2024	6	3	50
5.	28.03.2024	6	4	66.67

**Attendance of directors in board meetings:**

Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Ajay Shankarlal Mittal	6	4
Mrs. Archana A Mittal	6	4
Mr. Ashishkumar Bairagra	6	6
Mr. Rishabh Shah	6	5
Mr. Ved Prakash	6	4
Ms. Priya Madhukar Kenkare	6	6

**28. MEETINGS OF THE SHAREHOLDERS**

During the period under review, Following General Meetings of the shareholder of the Company held:

Type of Meeting	Date of Meeting	Total no. of shareholder	Attendance
			No. of shareholders attended
Annual General Meeting	29.09.2023	25308	70

**29. COMMITTEES OF THE BOARD OF DIRECTORS****A. AUDIT COMMITTEE**

In accordance with the Regulation 18 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and as per the provisions of Section 177 of the Companies Act, 2013 and the applicable rules made thereunder, the Board of Directors of the Company has constituted an Audit Committee. The Committee is entrusted with the responsibility of overseeing the Company's financial reporting process, disclosure of financial information, internal controls, risk management, and audit functions.

**Composition of the Committee:**

<b>Name of the Committee Member</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Ashishkumar Bairagra	Chairperson & Member	Non-Executive Independent Director
Mr. Ajay Shankarlal Mittal	Member	Executive, Managing Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

**Meetings:**

The following Meetings of the Audit Committee took place during the Financial Year under review:

<b>Date of the Meeting</b>	<b>No. of Members entitled to attend</b>	<b>No. of Members attended</b>
30.05.2023	3	3
14.08.2023	3	3
09.11.2023	3	3
21.02.2024	3	2

**Attendance of Members in the Audit Committee meeting:**

<b>Name of the Director</b>	<b>No. of Meetings held</b>	<b>Attendance</b>	
		<b>No. of meetings Attended</b>	<b>% of attendance</b>
Mr. Ashishkumar Bairagra	4	4	100
Mr. Ajay Shankarlal Mittal	4	3	75

Dr. Rishabh Shah Pankaj	4	4	100
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## B. NOMINATION & REMUNERATION COMMITTEE:

Pursuant to the Regulation 19 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and as per the provisions of Section 178(1) of the Companies Act, 2013 and the applicable rules framed thereunder, the Company has duly constituted a **Nomination and Remuneration Committee** to oversee matters relating to the appointment, performance evaluation, and remuneration of Directors and senior management personnel.

### Composition of the Committee:

Name of the Committee Member	Designation in Committee	Designation in Company
Mr. Ashishkumar Bairagra	Chairperson & Member	Non-Executive Independent Director
Mr. Ajay Shankarlal Mittal	Member	Executive, Managing Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

### Meetings:

The following Meetings of the Nomination & Remuneration Committee took place during the Financial Year under review:

Date of the Meeting	No. of Members entitled to attend	No. of Members attended
30.05.2023	3	3

**Attendance of Members at the Nomination & Remuneration Committee meeting:**

Name of the Director	No. of Meetings held	Attendance	
		No. of meetings Attended	% of attendance
Mr. Ashishkumar Bairagra	1	1	100
Mr. Ajay Shankarlal Mittal	1	1	100
Mr. Rishabh Shah Pankaj	1	1	100

The Committee has discharged its responsibilities relating to the formulation of criteria for appointment, evaluation of performance of Directors, and recommendation of remuneration policies for the Directors and Key Managerial Personnel.

**C. STAKEHOLDER RELATIONSHIP COMMITTEE:**

In accordance with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly constituted a **Stakeholder Relationship Committee** to oversee matters relating to shareholders' and investors' interests.

**Composition of the Committee:**

Name of the Committee Members	Designation in Committee	Designation in Company
Mr. Rishabh Shah Pankaj	Chairperson & Member	Non-Executive Independent Director
Mr. Ajay Shankarlal Mittal	Member	Managing Director
Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director

**Meetings:**

The following Meetings of the Stakeholder Relationship Committee took place during the Financial Year under review:

Date of the Meeting	No. of Members entitled to attend	No. of Members attended
09.11.2023	3	3
21.02.2024	3	2

**Attendance of Members at the Stakeholder Relationship Committee meeting:**

Name of the Director	No. of Meetings held	Attendance	
		No. of meetings Attended	% of attendance
Mr. Rishabh Shah Pankaj	2	2	100
Mr. Ajay Shankarlal Mittal	2	1	50
Mr. Ashishkumar Bairagra	2	2	100

**D. RISK MANAGEMENT COMMITTEE:**

In accordance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly constituted a **Risk Management Committee**.

**Composition of the Committee:**

<b>Name of the Committee Members</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
Mr. Ajay Shankarlal Mittal	Chairperson & Member	Executive, Managing Director
Mr. Ved Prakash	Member	Non-Executive Independent Director
Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director
Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director

**Meetings:**

The following Meetings of the Risk Management Committee took place during the Financial Year under review:

<b>Date of the Meeting</b>	<b>No. of Members entitled to attend</b>	<b>No. of Members attended</b>
14.08.2023	4	4
09.11.2023	4	3
21.02.2024	4	2

**Attendance of Members at the Risk Management Committee meeting:**

<b>Name of the Director</b>	<b>No. of Meetings held</b>	<b>Attendance</b>	
		<b>No. of meetings Attended</b>	<b>% of attendance</b>
Mr. Ajay Shankarlal Mittal	3	2	66.66
Mr. Ved Prakash	3	2	66.66

Mr. Rishabh Shah Pankaj	3	2	66.66
Mr. Ashishkumar Bairagra	3	3	100

#### **E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE & (CSR) POLICY:**

In accordance with the provisions of Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a Corporate Social Responsibility (CSR) Committee to oversee and implement its CSR initiatives in a structured and effective manner.

##### **CSR Committee:**

The CSR Committee is responsible for formulating and recommending the CSR Policy to the Board, identifying and approving CSR projects in line with the policy, monitoring the implementation of CSR activities, and ensuring compliance with statutory obligations.

##### **Composition of the CSR Committee:**

<b>S.No.</b>	<b>Name of the Committee Member</b>	<b>Designation in Committee</b>	<b>Designation in Company</b>
1	Mrs. Archana A Mittal	Chairperson & Member	Joint Managing Director
2	Mr. Ajay Shankarlal Mittal	Member	Managing Director
3	Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

##### **CSR Policy:**

The Company has adopted a well-defined CSR Policy that outlines its vision, guiding principles, focus areas, and the mechanism for implementation and monitoring of CSR programs. The Policy is designed to serve the larger goal of contributing towards the development of society.

During the Financial Year under review, the provisions relating to Corporate Social Responsibility (CSR) were applicable to the Company in accordance with Section 135 of the Companies Act, 2013. However, the Company was not required to spend 2% of the average net profits of the three immediately preceding financial years, as the average net profit calculated for the said period was negative.

The CSR Policy of the Company is available on its website at [www.arshiyalimited.com](http://www.arshiyalimited.com).

## F. COMMITTEE OF DIRECTORS:

### Composition of the Committee:

Name of the Member	Designation in Committee	Designation in Company
Mr. Ajay Shankarlal Mittal	Chairperson & Member	Managing Director
Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director
Dr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

The Committee shall function within the scope of authority delegated by the Board and shall operate in accordance with the applicable provisions of the Companies Act, 2013, and internal governance policies of the Company.

### **30. COMPANY'S POLICY ON DIRECTOR'S, KMPS & OTHER EMPLOYEES APPOINTMENT & REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATION, ATTRIBUTES, INDEPENDENCE, ETC.:**

In accordance with the provisions of Section 178(1) of the Companies Act, 2013, the constitution of a **Nomination and Remuneration Committee** is applicable to the Company. Accordingly, the Company has duly constituted the Committee and has formulated a **Nomination and Remuneration Policy** in line with the provisions of Section 178(3) of the Act.

The Policy lays down the framework for appointment and removal of Directors, Key Managerial Personnel, and Senior Management, as well as the criteria for determining qualifications, positive attributes, and independence of Directors. It also outlines the guiding principles for evaluating their performance and determining their remuneration, ensuring that it is fair, transparent, and aligned with the objectives and long-term interests of the Company.

### **Post Closure of Financial Year 2023-24:**

*The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*

### **31. STATEMENT GIVEN BY INSOLVANCY PROFESSIONAL:**

The provisions of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 relating to the Directors' Responsibility Statement are ordinarily required to be complied with by the Board of Directors of the Company.

The Company was not under Corporate Insolvency Resolution Process (CIRP) during the financial year ended March 31, 2024, and the affairs of the Company during the said period were managed by the then Board of Directors and the management of the Company.

However, subsequent to the closure of the financial year, the Company was admitted into Corporate Insolvency Resolution Process under the provisions of the Insolvency and Bankruptcy Code, 2016, and in terms of Section 17 of the Code, the powers of the Board of Directors stand suspended and are being exercised by the Resolution Professional.

Accordingly, this Report is being presented by the Resolution Professional in compliance with the applicable provisions of the Companies Act, 2013. Since the management of the affairs of the Company for the financial year ended March 31, 2024 was carried out by the erstwhile Board of Directors and management prior to commencement of CIRP, the Resolution Professional is unable to independently furnish the Directors' Responsibility Statement for the said period and the same is not being provided in view of the suspension of the Board and cessation of their powers as on the date of this Report.

### **32. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The internal financial controls over financial reporting of **Arshiya Limited** are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable Indian Accounting Standards (Ind AS).

Such internal financial controls include policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures are made only in accordance with appropriate authorizations of the erstwhile management; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company was not under Corporate Insolvency Resolution Process (CIRP) during the financial year ended March 31, 2024, and the affairs of the Company during the said period were managed by the erstwhile Board of Directors and management.

Subsequent to the close of the financial year, the Company was admitted into CIRP and the powers of the Board stand vested in the Resolution Professional. Accordingly, this statement is being made by the Resolution Professional based on the records, information and explanations made available for the financial year ended March 31, 2024, and in line with the observations contained in the Statutory Auditors' Report on Internal Financial Controls.

Further, due to the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or management override of controls, material misstatements may occur and may not be detected.

### **33. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION 12 OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:**

During the financial year under review, the Statutory Auditors of the Company have not reported any instances of fraud committed against the Company by its officers or employees under sub-section (12) of Section 143 of the Companies Act, 2013, except for those which are required to be reported to the Central Government in the prescribed manner as per the Companies (Audit and Auditors) Rules, 2014. The Resolution Professional of Directors hereby confirms that it has not received any such report from the Statutory Auditors and there have been no material instances of fraud noticed or reported during the year that require disclosure in this Report.

### **34. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT:**

As on March 31, 2024, the Company has various direct and indirect subsidiaries. The Company is required to prepare consolidated financial statements in accordance with the applicable provisions of the Companies Act, 2013.

However, subsequent to the close of the financial year, the Company has been admitted into Corporate Insolvency Resolution Process (CIRP), and certain subsidiary companies are also undergoing CIRP. Owing to non-availability and inadequacy of complete and updated financial information from such subsidiaries, the Company is presently unable to prepare consolidated financial statements for the financial year ended March 31, 2024.

The Resolution Professional has caused the available financial information relating to the subsidiaries to be compiled by the accounts team in Form AOC-1 format, based on the limited records and data available with the Company. Accordingly, in compliance with the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of subsidiaries, to the extent information is available, is annexed to this Report as **Annexure V**.

### **35. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company had adopted a Corporate Social Responsibility (“CSR”) Policy outlining its vision, guiding principles, focus areas, and the mechanism for implementation and monitoring of CSR initiatives. The CSR Policy was designed to contribute towards the development of society and was available on the website of the Company, i.e. [www.arshiyalimited.com](http://www.arshiyalimited.com)

In terms of the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, a company is required to spend at least two per cent (2%) of the average net profits made during the three immediately preceding financial years towards CSR activities, subject to fulfillment of the prescribed threshold criteria relating to net worth, turnover or net profit.

During the Financial Year under review, the provisions of **Section 135 of the Companies Act, 2013** relating to Corporate Social Responsibility (CSR) were **applicable** to the Company. However, the Company was **not required to incur CSR expenditure** equivalent to 2% of the average net profits of the three immediately preceding financial years, as the **average net profit computed in accordance with the provisions of the Act was negative..**

### **36. DEPOSITS:**

**Pursuant to Sections 73 to 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014, the Company is permitted to accept deposits from its members, directors, their relatives, and the public (in eligible cases), subject to compliance with relevant conditions.**

However, during the year under review, the Company has not accepted any deposits from the public, its members, directors, or their relatives. No amounts were outstanding as deposits at the beginning or end of the financial year. Therefore, the Company has fully complied with the applicable provisions under the Companies Act, 2013.

Below is a summary table:

S. No.	Particular(s)	Amount
(i)	Deposit Accepted during year	Nil
(ii)	Deposit remained unpaid or unclaimed at the end of year	Nil
(iii)	Amount of default in repayment of deposit or payment of interest thereon beginning of year	Nil
(iv)	Maximum amount of default in repayment of deposits or payment of interest thereon during year	Nil
(v)	Amount of default in repayment of deposits or payment of interest thereon end of year	Nil
(vi)	Number of cases of default in repayment of deposits or payment of interest thereon beginning of year	Nil
(vii)	Maximum number of cases of default in repayment of deposits or payment of interest thereon during year	Nil
(viii)	Number of cases of default in repayment of deposits or payment of interest thereon end of year	Nil

(ix)	Details of deposits which are not in compliance with requirement of Chapter V of Act	Nil
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### **37. PARTICULAR OF LOANS, GUARANTEES OR INVESTMENT U/S 186 OF THE ACT**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is empowered to make investments and to grant loans and provide guarantees or securities, subject to compliance with the prescribed limits and requisite approvals of the Members.

The Company had obtained the approval of the Members by way of a **Special Resolution**, passed prior to the commencement of the Corporate Insolvency Resolution Process, authorising the Company to make investments and to grant loans and provide guarantees or securities **up to an overall limit of Rs. 5,000 crore** in excess of the limits prescribed under Section 186 of the Act.

During the financial year under review, the Company has complied with the provisions of Section 186 of the Companies Act, 2013. The particulars of loans and financial guarantees given by the Company are disclosed in **Note No. 58** to the financial statements, and the details of investments made by the Company are disclosed in **Note No. 7** to the financial statements, which form an integral part of this Report.

### **38. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S SECTION 188 OF THE ACT**

All related party transactions entered by the Company during the financial year were in the ordinary course of business and on arm's length basis, and in compliance with the provisions of Section 188 of the Companies Act, 2013 and the applicable Rules made thereunder.

In accordance with the requirements of Section 134(3)(h) of the Companies Act, 2013, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the Form AOC-2, containing the particulars of contracts or arrangements with related parties as required under Section 188(1), is annexed to this Report as **Annexure-VI**.

Further, disclosures as required under Accounting Standard (AS) 18 – Related Party Disclosures have been made in the Note 56 to the Financial Statements, forming part of this Annual Report.

### **39. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The management is adopting all possible measures to conserve energy and absorb latest technology available as is required under the provisions of Section 134(m) of the Companies Act, 2013.

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

**a) Conservation of Energy:**

the steps taken or impact on conservation of energy	NIL
the steps taken by the company for utilizing alternate sources of energy	NIL
the capital investment on energy conservation equipment	NIL

**b) Technology Absorption:**

the efforts made towards technology absorption	NIL
the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
Details of technology imported, if any	NA
Year of import	NA
Whether imported technology fully absorbed	NA
if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
the expenditure incurred on Research and Development	NA

**c) Foreign Exchange Earnings/ Outgo:**

<b>Earnings</b>	USD 71650
<b>Outgo</b>	NIL

**40. RISK MANAGEMENT POLICY:**

The board of directors of the company has adopted a risk management policy pursuant to the applicable provisions of the Companies act, 2013 and relevant guidelines. The policy provides a structured and disciplined approach to identifying, assessing, mitigating, and monitoring various risks related to the company's operations and strategic objectives. It enables proactive management of risks across key functional areas including financial, operational, regulatory, technological, and reputational risks.

The risk management framework is periodically reviewed by the board to ensure its effectiveness and alignment with the evolving business environment.

Further part of the annual report. details on the company's risk management initiatives, key identified risks, and mitigation strategies have been provided in the Management Discussion and Analysis (MD&A) section, which forms an integral

**Post Closure of Financial Year 2023-24:**

*The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP). Accordingly, the Risk Management Policy and related matters of the Company are presently being overseen and administered by the Resolution Professional.*

#### **41. ESTABLISHMENT OF VIGIL MECHANISM**

The Company has established a Vigil Mechanism in accordance with the provisions of Section 177(10) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014. Additionally, the Company complies with the requirements of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This mechanism enables directors and employees of the Company to report their concerns in a secure and confidential manner. The Vigil Mechanism serves as a platform for stakeholders to bring to the attention of the management any genuine concerns or grievances relating to unethical practices or improper conduct without fear of retaliation or victimization.

The policy provides for adequate safeguards to protect whistle blowers from any form of harassment or adverse employment consequences.

During the year under review:

- The Vigil Mechanism remained fully operational and was actively monitored.
- **No individual was denied access** to the Chairperson of the Audit Committee.
- The Company did not receive any complaint under the mechanism for the financial year.

The Board affirms its commitment to uphold integrity, transparency, and ethical conduct across all levels of the organization. The Vigil Mechanism Policy is periodically reviewed to ensure its continued effectiveness and alignment with regulatory expectations and best practices in corporate governance.

**Post Closure of Financial Year 2023-24:**

*The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of*

*the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*

Based on the confirmation received from the Resolution Professional, **no complaints were received under the Vigil Mechanism during the financial year ended March 31, 2024.**

#### **42. EXTRACT OF ANNUAL RETURN:**

MCA vide notification dated 05.03.2021 has substituted Rule 12 of The Companies (Management and Administration), Rules, 2014 as follows: - A copy of the annual return shall be filed with the Registrar with such fees as may be specified for this purpose, accordingly the requirement of MGT-9 has been dispensed with, however a copy of Annual Return in form MGT-7 is required to be placed over the website of the Company if any.

In compliance with the amended provisions and the requirements of Section 92(3) of the Companies Act, 2013, read with Regulation 46(2)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company, being a listed entity, has maintained a functional website and placed the copy of the Annual Return (Form MGT-7).

Accordingly, stakeholders may access the Annual Return at the following web address:

[www.arshiyalimited.com](http://www.arshiyalimited.com)

#### **43. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

Sexual harassment at the workplace constitutes a violation of the fundamental rights of a woman as guaranteed under the Constitution of India—namely, the right to equality under Articles 14 and 15, the right to life and to live with dignity under Article 21, and the right to practice any profession or to carry on any occupation, trade, or business under Article 19(1)(g), which includes the right to a safe and secure working environment.

In accordance with the provisions of the *Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013*, Arshiya Limited has adopted a comprehensive policy on the prevention, prohibition, and redressal of sexual harassment at the workplace.

The Company adopts a **zero-tolerance policy** towards sexual harassment and is committed to fostering a culture of equality, dignity, and respect. All complaints of sexual harassment are taken seriously, handled with the utmost confidentiality, and investigated in a prompt and impartial manner. Strict disciplinary action, including termination of employment, is taken against individuals found guilty of such misconduct. The Company also ensures that no employee is subjected to retaliation or victimization for raising a concern or participating in an inquiry.

#### **Statutory Disclosures:**

The details regarding sexual harassment complaints for the financial year 2023-24 are as follows:

S. No.	Particular	Status
1.	Number of Sexual Harassment Complaints received	NIL
2.	Number of Sexual Harassment Complaints dispose off	NIL
3.	Number of Sexual Harassment Complaint beyond 90 days.	Nil

**Post Closure of Financial Year 2023-24:**

*The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP). Resolution Professional reported that no complaints were received or cases were filed under the said Act.*

**44. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:**

During the Financial year under review, there are no significant and material orders passed by the regulators/courts/tribunal which would impact the going concern status of the Company and its operations in the future.

**Post Closure of Financial Year 2023-24:**

*Subsequent to the close of the financial year and up to the date of this Report, the Corporate Insolvency Resolution Process (CIRP) has been initiated against Arshiya Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016 by Punjab National Bank, the Financial Creditor, in respect of an alleged default of Rs. 193,24,35,349.59/- (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). Arshiya Limited, being the Corporate Guarantor of Arshiya Northern FTWZ Limited (ANFL), became subject to CIRP after ANFL's loan account was classified as a Non-Performing Asset (NPA) on 30.09.2014. In view of this default, Punjab National Bank filed an application for initiation of CIRP against Arshiya Limited on 20.08.2019.*

*On 23.04.2024, the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, admitted the application filed by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code and appointed Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-*

2018/11350) as the Interim Resolution Professional (IRP). Upon admission, the management of the Company vested with the IRP in accordance with the provisions of the Code, and all powers of the Board of Directors, including the management of affairs of the Company, became exercisable by the IRP during the CIRP period.

Subsequently, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, by a suspended Director of Arshiya Limited challenging the order passed by the NCLT. On 30.04.2024, during the first hearing, the Hon'ble NCLAT granted an interim stay on the constitution of the Committee of Creditors (CoC), based on the submissions of the appellant that a resolution proposal was being considered with the largest member of the lending consortium, Punjab National Bank. Further hearings were held on 15.05.2024 and 10.07.2024, during which the appellant submitted fresh proposals for consideration by Punjab National Bank. However, on 16.07.2024, the Hon'ble NCLAT vacated the interim stay as the settlement proposals submitted by the suspended Director were rejected, and the constitution of the CoC was allowed to proceed.

The IRP constituted the Committee of Creditors on 31.07.2024, and the first meeting of the CoC was held on 08.08.2024. During this meeting, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) in place of the IRP, to carry out the functions under the Code for the remainder of the CIRP period.

#### **45. PARTICULARS OF EMPLOYEES:**

Section 197 of Companies Act, 2013 deals with the overall maximum managerial remuneration and managerial Remuneration in case of absence or inadequacy of profits. According to this section, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed the prescribed limit.

The details with respect to the remuneration of directors and employees as required under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as '*Annexure – VII*'.

#### **46. NUMBER OF EMPLOYEES AS ON THE CLOSURE OF FINANCIAL YEAR**

As on March 31, 2024, the number of employees of the Company stood as 21, the category is mentioned below:

<b>Category</b>	<b>Number of Employees</b>
Female	5
Male	16
Transgender	NIL

#### **47. STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, a casual vacancy arose in the office of the Statutory Auditors of the Company consequent to the resignation of **M/s N. A. Shah Associates LLP**, Chartered Accountants (Firm Registration No. 116560W/W100149), with effect from August 14, 2023.

Consequent thereto, the Board of Directors of the Company, at its meeting held on August 14, 2023, upon the recommendation of the Audit Committee, approved the appointment of **ARTHA & Associates**, Chartered Accountants (Firm Registration No. 138552W), to fill the said casual vacancy, subject to the approval of the Members.

The Members of the Company, at the 42nd Annual General Meeting held on September 29, 2023, approved the appointment of M/s ARTHA & Associates as the Statutory Auditors of the Company for a term of five (5) consecutive years, commencing from the conclusion of the 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting to be held in the financial year 2028–29, at such remuneration as may be determined by the Board of Directors from time to time.

The Statutory Auditors have confirmed that they satisfy the criteria for appointment and are not disqualified from being appointed as Statutory Auditors of the Company under the provisions of the Companies Act, 2013 and the rules made thereunder.

#### **48. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the *Companies Act, 2013* read with Rule 9 of the *Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*, every listed company is required to annex with its Board's Report a Secretarial Audit Report issued by a Practising Company Secretary.

In compliance with the above requirements, the Board of Directors on the recommendation of Audit committee, at its first meeting of the financial year 2025–26 held on May 30, 2023, appointed **M/s. Abid & Co.**, Practising Company Secretaries, as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year 2023-2024.

#### **Post Closure of the financial year 2023-24:**

*Subsequent to the closure of the Financial Year, the Corporate Insolvency Resolution Process (CIRP) has been initiated against the company vide NCLT, Mumbai Bench order dated April 23, 2024, the Resolution Professional in exercise of the powers vested under Regulation 17 of the Insolvency and Bankruptcy Code, 2016 has rescinded/ discontinued the appointment of M/s. Aabid & Co., as a Secretarial Auditor of the company for the Financial Year 2023-24, along with their Secretarial Audit Report for the Financial Year 2023- on February 25, 2026. Further, on the same day, M/s. Loveneet Handa & Associates, (Peer Review No. 5316/2023), was appointed as the Secretarial Auditor of the Company for the Financial Year 2023–24.*

*The Secretarial Audit Report in Form MR-3 issued by Loveneet Handa & Associates, Company Secretaries for the Financial Year 2023–24. The said report is annexed herewith and forms an integral part of the Resolution Professional Report.*

## *Annexure VIII: MR-3 Secretarial Audit Report*

### **49. INTERNAL AUDITOR**

Pursuant to the provisions of Section 139 of the *Companies Act, 2013*, the company has appointed M/S. Ronen Joshi & Associates., Chartered Accountants, as Internal Auditors of the Company for the FY 2023-24 in the Board Meeting held on August 14, 2023 based on the recommendation of Audit Committee.

#### **Post Closure of the financial year 2023-24:**

*Subsequent to the closure of the Financial Year, the Corporate Insolvency Resolution Process (CIRP) has been initiated against the company vide its NCLT, Mumbai Bench order dated April 23, 2024, the Resolution Professional in exercise of the powers vested under Regulation 17 of the Insolvency and Bankruptcy Code, 2016 has rescinded/ discontinued the appointment of M/s. Ronen Joshi & Associates as an Internal Auditor of the company for the Financial Year 2023-24, along with their Internal Audit Report for the Financial Year 2023-24 on February 25, 2026. Further, on the same day, M/s. Anupam Parashar & Co., Chartered Accountants (FRN: 023779C), was appointed as the Internal Auditor of the Company for the Financial Year 2023–24.*

*The Internal Audit Report issued by M/s Anupam Parashar & Co., Chartered Accountants (FRN: 023779C) for the Financial Year 2023–24.*

### **50. EXPLANATION OR COMMENTS BY THE BOARD OF DIRECTORS ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE BY THE AUDITOR IN THE AUDIT REPORT:**

#### **By the Statutory Auditor:**

Since the Company is under CIRP, the Resolution Professional is unable to give any explanation on the qualification, reservation or Adverse Remarks or disclaimer made by the auditor in the Audit Report. However, the audit report itself is explanatory to its qualification, reservation or Adverse Remarks or disclaimer.

#### **By the Secretarial Auditor:**

In the Secretarial Audit Report issued for the financial year ended March 31, 2024, the following qualifications / observations were reported in respect of **Arshiya Limited**:

1. The Company did not submit the **Secretarial Compliance Report** to the Stock Exchanges within the prescribed timeline, as required under **Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.
2. Only **draft minutes** of the Board and Committee Meetings were made available for the period under review. Further, the minutes were **not consecutively numbered**, which is not in compliance with the requirements of **Secretarial Standard–1 and Secretarial Standard–2** issued by the Institute of Company Secretaries of India (ICSI).

3. The Secretarial Auditor sought **Form MBP-1 (Disclosure of Interest by Directors)** and **Form DIR-8 (Intimation of Disqualification)** for the period under review; however, the same were **not provided** at the time of audit.
4. Certain statutory and regulatory filings for the financial year 2023–24 were **completed with delay or could not be completed within the prescribed timelines**, due to procedural constraints arising around the initiation of the Corporate Insolvency Resolution Process (CIRP), which commenced shortly after the close of the financial year.

#### *Resolution Professional's response*

*The Resolution Professional has taken note of the qualifications and observations made by the Secretarial Auditor.*

*It is clarified that the Corporate Insolvency Resolution Process (CIRP) commenced on April 23, 2024, i.e., after the close of the financial year under review. Certain procedural gaps and delays in filings and documentation occurred around the transition period and were also impacted by limitations in access to records and administrative constraints.*

*The Resolution Professional is in the process of regularising and completing the pending compliances, including documentation and filings, to the extent feasible and permissible under the Insolvency and Bankruptcy Code, 2016 and applicable laws.*

**By the Internal Auditor:**

The Internal Auditor has observed the following during FY 2023-24

#### **1. Going Concern & Financial Stress**

The Internal Auditor has observed that during FY 2023-24, the Company was facing **significant financial stress, liquidity constraints and accumulated defaults**. These conditions indicate **material uncertainty which may cast doubt on the Company's ability to continue as a going concern**, particularly in the absence of successful restructuring of borrowings and recovery of assets.

#### **2. Revenue Recognition & Related Party Dependence**

- Revenue from operations declined by approximately **47.45%** during FY 2023-24.
- A variance of **Rs. 9.09 lakh** was observed between contractual revenue computation and revenue recognised in the books.
- A substantial portion of revenue is derived from **related parties**, resulting in high revenue concentration risk.
- Customer confirmations and independent recoverability evidence were not consistently available, giving rise to potential risk under **Ind AS 115**.

#### **3. Interest Income & Expected Credit Loss (ECL)**

- Interest income of **Rs. 346.65 lakh** has been recognised on loans granted to subsidiaries.
- Certain subsidiaries were under financial stress during the year.
- No corresponding **ECL provision** has been recognised under **Ind AS 109**, despite uncertainty regarding recoverability.

#### **4. Loans, Investments & Corporate Guarantees to Subsidiaries**

- Loans outstanding to subsidiaries aggregated over **Rs. 29,000 lakh**.
- Corporate guarantees aggregating approx. **Rs. 1,03,850 lakh** were issued in favour of lenders of subsidiaries, some of which have been invoked.
- Limited impairment and absence of detailed valuation analysis increase the risk of overstatement of assets and contingent liabilities.

#### **5. Impairment of Property, Plant & Equipment and Inventory**

- Property, Plant & Equipment (WDV approx. Rs. 57,743 lakh) and inventory (Rs. 16,506 lakh) continue to be carried at book value.
- Despite existence of impairment indicators, detailed impairment testing under **Ind AS 36** was not evidenced.

#### **6. MVAT Refund Receivable**

- MVAT refund receivable of Rs. 1,684.55 lakh has been recognised, which is under litigation before the Hon'ble Bombay High Court.
- Recoverability of the said amount is contingent upon favourable judicial outcome.

#### **7. Borrowings, Interest Defaults & Financial Liabilities**

- Interest defaults on secured borrowings amounting to approx. **Rs. 94,269.79 lakh** were observed during FY 2023-24.
- Other financial liabilities increased due to accumulation of unpaid interest, pending finalisation of restructuring arrangements.

#### **8. Trade Payables & Statutory Dues**

- Trade payables include long outstanding balances, including MSME dues.
- Statutory dues such as GST, TDS and PF remain unpaid along with interest, exposing the Company to penalties and regulatory action.

#### **9. HR, Payroll, ESOP & IT Controls**

- Gaps were noted in payroll and statutory reconciliations, ESOP documentation and IT general controls, indicating need for strengthening of internal control framework.

### ***Response of the Resolution Professional (RP)***

The Resolution Professional has taken note of the observations made by the Internal Auditor for the financial year ended 31 March 2024. It is clarified that **the Company was not under Corporate Insolvency Resolution Process (CIRP) during FY 2023-24** and the said observations pertain to the period prior to commencement of CIRP.

Subsequent to the end of the financial year, the Company has been admitted into **Corporate Insolvency Resolution Process** under the provisions of the Insolvency and Bankruptcy Code, 2016, and the management of the affairs of the Company has vested with the Resolution Professional.

The Resolution Professional is in the process of examining the matters highlighted by the Internal Auditor, including issues relating to financial stress, borrowings, related party exposures, asset recoverability, statutory dues and internal control framework. Appropriate actions, corrective measures and accounting treatment, wherever required, shall be undertaken **in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, applicable accounting standards and subject to the outcome of the CIRP.**

#### **By the Cost Auditors:**

Maintenance of cost records as specified by the Central Government under Section 148 (1) of the Act is not applicable to the Company.

#### **50. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

During the year, there has been no case made or proceedings pending under the Insolvency and Bankruptcy Code, 2016. Hence, the said clause is **NOT APPLICABLE** to the company.

#### **Post Closure of the financial year 2023-24:**

The Members are informed that, during the financial year, the Corporate Insolvency Resolution Process (CIRP) has been initiated against Arshiya Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016 by Punjab National Bank, the Financial Creditor, in respect of an alleged default of Rs. 193,24,35,349.59/- (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). Arshiya Limited, being the Corporate Guarantor of Arshiya Northern FTWZ Limited (ANFL), became subject to CIRP after ANFL's loan account was classified as a Non-Performing Asset (NPA) on 30.09.2014. In view of this default, Punjab National Bank filed an application for initiation of CIRP against Arshiya Limited on 20.08.2019.

On 23.04.2024, the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, admitted the application filed by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code and appointed Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-

2018/11350) as the Interim Resolution Professional (IRP). Upon admission, the management of the Company vested with the IRP in accordance with the provisions of the Code, and all powers of the Board of Directors, including the management of affairs of the Company, became exercisable by the IRP during the CIRP period.

Subsequently, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, by a suspended Director of Arshiya Limited challenging the order passed by the NCLT. On 30.04.2024, during the first hearing, the Hon'ble NCLAT granted an interim stay on the constitution of the Committee of Creditors (CoC), based on the submissions of the appellant that a resolution proposal was being considered with the largest member of the lending consortium, Punjab National Bank. Further hearings were held on 15.05.2024 and 10.07.2024, during which the appellant submitted fresh proposals for consideration by Punjab National Bank. However, on 16.07.2024, the Hon'ble NCLAT vacated the interim stay as the settlement proposals submitted by the suspended Director were rejected, and the constitution of the CoC was allowed to proceed.

The IRP constituted the Committee of Creditors on 31.07.2024, and the first meeting of the CoC was held on 08.08.2024. During this meeting, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) in place of the IRP, to carry out the functions under the Code for the remainder of the CIRP period.

Since then, the CoC has held multiple meetings to oversee and supervise the CIRP in accordance with the provisions of the Code. During these meetings, the CoC has approved the Request for Resolution Plan (RFRP), the evaluation matrix for resolution applicants, and ratified various professional fees including statutory auditors, legal advisors, and transaction auditors. The CoC has also approved related party transactions, interim finance arrangements, inclusion of additional claims received by the RP, and grant of rights for operational use of Company assets to facilitate smooth functioning during the CIRP.

Save and except as stated above, and subject to the outcome of the CIRP and orders to be passed by the Hon'ble NCLT, there have been no other material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this Report.

## **51. ANNUAL SECRETARIAL COMPLIANCE REPORT**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013, the Company has obtained the **Annual Secretarial Compliance Report** for the financial year 2023-24 from a practicing Company Secretary.

The Report confirms that the Company has, to the extent applicable, complied with all the provisions of the Companies Act, SEBI Listing Regulations, and other applicable statutory requirements during the year ended March 31, 2024.

The said Annual Secretarial Compliance Report for FY 2023-24 is annexed herewith and forms an integral part of this Report as **Annexure-IX**.

## **52. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

During the Financial year under review, the company has not made any one-time Settlement with any party/ies. Further, there was no instance of valuation of amount for settlement of loan(s) from Banks and Financial Institutions during the financial year under review.

## **53. AUDIT TRAIL IN THE ACCOUNTING SOFTWARE**

The Ministry of Company Affairs (MCA) vide its notification dated March 24, 2021 and subsequent notification dated April 1, 2022, has made it mandatory for every company to fulfil the requirement of an audit trail feature in their accounting software from April 1st, 2023.

*As per the above-mentioned notification, the company has fulfilled the requirement for an audit trail feature in its accounting software during the reporting period.*

### **BRIEF ABOUT AUDIT TRAIL**

*Audit Trail (also called audit log) is a security-relevant chronological record, set of records, and/or destination and source of records that provide documentary evidence of the sequence of activities that have affected at any time a specific operation, procedure, event, or device. An audit trail can further be described as a step-by-step sequential record that provides evidence of documented history of a transaction by which the accounting, trade details, or other financial data can be traced to their source. Audit trails are used to verify and track many types of transactions, including accounting transactions and trades in brokerage accounts.*

*In accounting terms, it refers to documentation of detailed transactions supporting summary ledger entries. This documentation may be on paper or on electronic records.*

## **54. DESIGNATED PERSON FOR REPORTING OF SIGNIFICANCE BENEFICIARY OWNER**

*Pursuant to the notification issued by the Ministry of Corporate Affairs dated October 27, 2023, introducing Sub-Rules (4) to (8) in Rule 9 of the Companies (Management and Administration) Second Amendment Rules, 2023, every company is required to designate a person responsible for furnishing information to the Registrar with respect to beneficial interest in shares under the provisions of Section 90 of the Companies Act, 2013 read with the Companies (Significant Beneficial Owners) Rules, 2018.*

During the reporting period, the Company does not have any individual who holds beneficial interest, directly or indirectly, in such a manner so as to qualify as a Significant Beneficial Owner (SBO) under the aforesaid provisions. Accordingly, no SBO-related declarations, filings, or disclosures were required to be made by the Company during the financial year.

In compliance with Rule 9(4) of the amended Rules, the Company had designated **Mr. Ajit Dabolkar**, who was the Company Secretary and Compliance Officer of the company, as the responsible person for ensuring compliance with the SBO framework.

**Post Closure of the financial year 2023-24:**

*Subsequent to the close of the financial year, Mr. Ajit Dabolkar resigned from the position of Company Secretary and Compliance Officer with effect from August 01, 2024. Further, pursuant to the initiation of Corporate Insolvency Resolution Process (CIRP) against the Company on April 23, 2024, the powers of the Board of Directors stand suspended and are being exercised by the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.*

*Accordingly, Mr. Pankaj Mahajan, Resolution Professional, is deemed to be the designated person responsible for ensuring compliance with the SBO framework and furnishing information to the Registrar under the applicable provisions.*

**55. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961**

The Ministry of Corporate Affairs, vide Notification **G.S.R. 357(E)** dated **May 30, 2025**, introduced the *Companies (Accounts) Second Amendment Rules, 2025*, thereby amending the *Companies (Accounts) Rules, 2014*. These amendments, effective from **July 14, 2025**, mandate enhanced disclosures and compliance reporting with respect to the *Maternity Benefit Act, 1961*.

Accordingly, the Resolution Professional of the Company confirms that:

***The Company has duly complied with all the applicable provisions of the Maternity Benefit Act, 1961, including but not limited to, the grant of paid maternity leave, nursing breaks, protection against dismissal during maternity leave, and crèche facilities (where applicable). The Company remains committed to maintaining a safe and inclusive workplace for women employees.***

**56. DISCLOSURE OF OUTSTANDING DUES TO MICRO AND SMALL ENTERPRISES (MSMEs)**

In accordance with the provisions of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, and the corresponding reporting obligations under the Companies Act, 2013, read with MCA Circular No. 01/2019 dated 21<sup>st</sup> January 2019, and the amendments reflected in Form MSME-1 and AOC-4 instructions, the Company has identified suppliers registered under the MSME Act.

The following is the summary of disclosures pertaining to amounts due to Micro and Small Enterprises as on 31<sup>st</sup> March 2024:

<b>Particulars</b>	<b>Amount (INR LAKHS)</b>
Principal amount remaining unpaid to MSME suppliers beyond 45 days from the date of acceptance	260.09
Interest due thereon as per provisions of the MSME Act	NIL
Interest actually paid under Section 16 of the MSME Act	NIL
Amount of further interest remaining unpaid as on the end of the year	NIL

## **57. ACKNOWLEDGEMENT**

The Resolution Professional place on records his appreciation to the Company's Bankers, the Central and State Government Departments, their Local Authorities for their guidance and support. He is also grateful to the Customers, Suppliers and business associates of the Company for their continued co-operation and support. Further he expresses deep sense of appreciation for the total commitment, dedication and hard work put in by all the employees at all levels of the Company. Lastly, is deeply grateful for the confidence and faith shown in them by the Members of the Company.

**For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)**

**Sd/-**

**Pankaj Mahajan**

**Resolution Professional**

**IBBI Registration No: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**Date: February 27, 2026**

**Place: Delhi**

## **CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2023-2024**

### **1. *OUR CORPORATE GOVERNANCE PHILOSOPHY:***

The Company lay great emphasis on adopting and practicing principles of good Corporate Governance with a view of achieving business excellence by enhancing long-term shareholder value and the interest of all its stakeholders through sound business decisions, prudent financial management and a high standard of business ethics.

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the report contains the details of Corporate Governance systems and processes at Arshiya Limited (In CIRP).

### **2. *CORPORATE INSOLVENCY RESOLUTION PROCESS (CIRP):***

Members are hereby informed that after the closure of financial year 2023-24, the Corporate Insolvency Resolution Process (CIRP) has been initiated against Arshiya Limited under Section 7 of the Insolvency and Bankruptcy Code, 2016 by Punjab National Bank, the Financial Creditor, in respect of an alleged default of Rs. 193,24,35,349.59/- (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). Arshiya Limited, being the Corporate Guarantor of Arshiya Northern FTWZ Limited (ANFL), became subject to CIRP after ANFL's loan account was classified as a Non-Performing Asset (NPA) on 30.09.2014. In view of this default, Punjab National Bank filed an application for initiation of CIRP against Arshiya Limited on 20.08.2019.

On 23.04.2024, the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, admitted the application filed by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code and appointed Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-2018/11350) as the Interim Resolution Professional (IRP). Upon admission, the management of the Company vested with the IRP in accordance with the provisions of the Code, and all powers of the Board of Directors, including the management of affairs of the Company, became exercisable by the IRP during the CIRP period.

Subsequently, an appeal was filed before the Hon'ble National Company Law Appellate Tribunal (NCLAT), Principal Bench, by a suspended Director of Arshiya Limited challenging the order passed by the NCLT. On 30.04.2024, during the first hearing, the Hon'ble NCLAT granted an interim stay on the constitution of the Committee of Creditors (CoC), based on the submissions of the appellant that a resolution proposal was being considered with the largest member of the lending consortium, Punjab National Bank. Further hearings were held on 15.05.2024 and 10.07.2024, during which the appellant submitted fresh proposals for consideration by Punjab National Bank. However, on 16.07.2024, the Hon'ble NCLAT vacated the interim stay as the settlement proposals submitted by the suspended Director were rejected, and the constitution of the CoC was allowed to proceed.

The IRP constituted the Committee of Creditors on 31.07.2024, and the first meeting of the CoC was held on 08.08.2024. During this meeting, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) in place of the IRP, to carry out the functions under the Code for the remainder of the CIRP period.

Since then, the CoC has held multiple meetings to oversee and supervise the CIRP in accordance with the provisions of the Code. During these meetings, the CoC has approved the Request for Resolution

Plan (RFRP), the evaluation matrix for resolution applicants, and ratified various professional fees including statutory auditors, legal advisors, and transaction auditors. The CoC has also approved related party transactions, interim finance arrangements, inclusion of additional claims received by the RP, and grant of rights for operational use of Company assets to facilitate smooth functioning during the CIRP.

### **3. BOARD OF DIRECTORS:**

The Strength of the Board of **Arshiya Limited** for the financial year **2023-2024** stands at **six (6) Directors**, details whereof are set out below.

<b>DIN</b>	<b>Name of the Director</b>	<b>Designation</b>
00226355	Ajay Shankarlal Mittal	Chairman & Managing Director-Executive Director
09758394	Priya Madhukar Kenkare	Non-Executive Independent Director
00703208	Archana A Mittal	Joint Managing Director- Executive Director
00049591	Ashishkumar Bairagra	Non-Executive Independent Director
00694160	Rishabh Shah Pankaj	Non-Executive Independent Director
02988628	Ved Prakash	Non-Executive Independent Director

### **4. BOARD MEETINGS AND ANNUAL GENERAL MEETING:**

During the period under review, the Board of Directors of the Company has conducted **Five (05)** meetings during the financial year under review. The maximum interval between any two meetings was well within the maximum permissible period of **one hundred and twenty days**.

The followings Meetings of Board of Directors took place during the Financial Year under review:

Name of Director	Category of Directorship	Number of Board meetings attended	Attendance at the last AGM held on 29.09.2023 for the financial year 2022-2023)	Directorship in other Listed Companies	*Number of committee positions held in other public limited companies	
					Chairman (Audit and Stakeholders Relationship Committee)	Members (Audit and Stakeholders Relationship Committee)
Ajay Shankarlal Mittal	Executive Director Managing Director & Chairperson	4	1	2	-	3
Priya Madhukar Kenkare	Non-Executive Independent Director	5	1	1	-	-
Archana A Mittal	Joint Managing Director- Executive Director	4	-	1	-	-
Ashishkumar Bairagra	Non-Executive Independent Director	5	1	2	3	5
Rishabh Shah	Non-Executive Independent Director	4	1	2	1	3
Ved Prakash	Non-Executive Independent Director	4	1	1	-	-

*\*Only committee membership of the listed company is included.*

## 5. COMMITTEES AND ITS MEETINGS

During the financial year the following meetings of the committees held:

### 1. AUDIT COMMITTEE:

The Composition of the Audit Committee for the financial year 2023-2024 is as follows:

DIN	Name of the Committee Member	Designation in Committee	Designation in Company
00049591	Mr. Ashishkumar Bairagra	Chairperson & Member	Non-Executive Independent Director
00226355	Mr. Ajay S Mittal	Member	Managing Director & Chairperson
00694160	Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

### Terms of Reference

#### Financial Reporting

- Review the quarterly, half-yearly, and annual financial statements of the Company before submission to the Board.
- Ensure that the financial statements comply with accounting standards, Companies Act, and other applicable legal requirements.

#### Internal Controls & Risk Management

- Monitor the adequacy and effectiveness of internal control systems.
- Review the functioning of the internal audit department and ensure that audit observations are addressed.
- Oversee risk management policies and procedures adopted by the Company.

#### External Audit

- Recommend the appointment, reappointment, and removal of the statutory auditors.
- Review the audit plan, audit observations, and management responses.
- Approve audit fees and terms of engagement of the statutory auditors.

#### Compliance & Related Party Transactions

- Review compliance with applicable laws, regulations, and policies.
- Monitor related party transactions and ensure they are in accordance with applicable regulations.

During the financial year 2023-2024 the following meetings of the audit committees were held:

Date of the Meeting	Total number of directors in the committee as on the date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
30-05-2023	3	3	2	0
14-08-2023	3	3	2	0
09-11-2023	3	3	2	0
21-02-2024	3	2	2	0

Attendance of the Committee members:

Name of the Director	No. of Meetings held	Attendance	
		No. of meetings Attended	% of attendance
Mr. Ashishkumar Bairagra	4	4	100
Mr. Ajay Shankarlal Mittal	4	3	75
Dr. Rishabh Shah Pankaj	4	4	100

## 2. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The composition of Nomination and Remuneration Committee for the financial year 2023-2024 is as follows:

DIN	Name of the Committee Member	Designation in Committee	Designation in Company
00049591	Mr. Ashishkumar Bairagra	Chairperson & Member	Non-Executive Independent Director
00226355	Mr. Ajay Shankara Mittal	Member	Managing Director & Chairperson
00694160	Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

### Terms of Reference

#### **Board and Senior Management Appointments**

- Identify and recommend individuals for appointment as Directors, Key Managerial Personnel (KMPs), and senior management positions.
- Ensure proper evaluation of candidates' qualifications, experience, and expertise before appointment.

#### **Remuneration Policy**

- Formulate the Company's remuneration policy for Directors, KMPs, and other employees.

- Recommend the quantum and structure of remuneration, including salary, incentives, perquisites, and retirement benefits.
- Review and approve compensation for Directors and senior management within the framework of applicable laws and regulations.

### Performance Evaluation

- Define criteria and parameters for evaluating the performance of Directors, including Independent Directors.
- Conduct periodic performance appraisals and provide recommendations to the Board.

### Succession Planning

- Ensure proper succession planning for the Board and senior management positions.

### Other Responsibilities

- Review and recommend policy matters related to employee stock options or other benefits.
- Perform such other functions as may be delegated by the Board in accordance with the Companies Act, 2013, and SEBI Listing Regulations.

During the financial year 2023-2024 the following meetings of the NRC committee were held:

Date of the Meeting	Total number of directors in the committee as on the date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
30-05-2023	3	3	2	0

Attendance of the Committee members:

Name of the Director	No. of Meetings held	Attendance	
		No. of meetings Attended	% of attendance
Mr. Ashishkumar Bairagra	1	1	100
Mr. Ajay Shankarlal Mittal	1	1	100
Mr. Rishabh Shah Pankaj	1	1	100

### 3. RISK MANAGEMENT COMMITTEE (RMC)

The composition of Risk Management Committee for the financial year 2023-2024 is as follows:

DIN	Name of the Committee Members	Designation in Committee	Designation in Company
00226355	Mr. Ajay S Mittal	Chairperson & Member	Managing Director & Chairperson
02988628	Mr. Ved Prakash	Member	Non-Executive Independent Director
00694160	Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director
00049591	Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director

#### Terms of Reference

##### **Risk Policy & Framework**

- Formulate and recommend the Company's risk management policy to the Board.
- Establish the risk management framework to identify, assess, monitor, and mitigate key business risks.

##### **Risk Identification & Assessment**

- Identify and assess operational, financial, strategic, and compliance risks that may impact the Company.
- Review the adequacy of risk management systems and processes.

##### **Monitoring & Mitigation**

- Monitor the implementation of risk mitigation plans and controls.
- Ensure that risk management practices are integrated into business processes and decision-making.

##### **Other Responsibilities**

- Perform any other functions as may be delegated by the Board or required under applicable laws, regulations, and guidelines.

During the financial year 2023-2024 the following meetings of the NRC committee were held:

Date of the Meeting	Total number of directors in the committee as on the date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
14-08-2023	4	4	3	0
09-11-2023	4	3	2	0
21-02-2024	4	2	2	0

Attendance of the Committee members:

Name of the Director	No. of Meetings held	Attendance	
		No. of meetings Attended	% of attendance
Mr. Ajay Shankarlal Mittal	3	2	66.66
Mr. Ved Prakash	3	2	66.66
Mr. Rishabh Shah Pankaj	3	2	66.66
Mr. Ashishkumar Bairagra	3	3	100

#### 4. STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

The composition of Stakeholder Relationship Committee for the financial year 2023-2024 is as follows:

DIN	Name of the Committee Members	Designation in Committee	Designation in Company
00694160	Mr. Rishabh Shah Pankaj	Chairperson & Member	Non-Executive Independent Director
00226355	Mr. Ajay Shankarlal Mittal	Member	Chairman & Managing Director
00049591	Mr. Ashishkumar Bairagra	Member	Non-Executive Independent Director

#### Terms of Reference

##### Grievance Redressal

- Review and resolve complaints and grievances of shareholders, debenture holders, and other security holders related to transfer of shares, non-receipt of annual reports, dividends, and other related matters.
- Ensure timely response and resolution of queries received from stakeholders.

##### Monitoring of Transfers and Transactions

- Oversee the transfer, transmission, and dematerialization of shares and securities.
- Ensure compliance with statutory requirements and internal policies related to shareholder transactions.

##### Investor Communication

- Ensure that stakeholders are informed of corporate actions, financial results, and other key information in compliance with SEBI regulations and corporate governance requirements.

## Other Responsibilities

- Perform any other functions as may be delegated by the Board or required under applicable laws and regulations.

During the financial year 2023-2024 the following meetings of the SRC committee were held:

Date of the Meeting	Total number of directors in the committee as on the date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
09-11-2023	3	3	2	1
21-02-2024	3	2	2	1

Attendance of the Committee members:

Name of the Director	No. of Meetings held	Attendance	
		No. of meetings Attended	% of attendance
Mr. Rishabh Shah Pankaj	2	2	100
Mr. Ajay Shankarlal Mittal	2	1	50
Mr. Ashishkumar Bairagra	2	2	100

## 5. CORPORATE SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE(CSR):

The composition of the Corporate Social Responsibility Committee for the financial year 2023-2024 is as follows:

<u>DIN</u>	Name of the Committee Member	Designation in Committee	Designation in Company
00703208	Mrs. Archana A Mittal	Chairperson & Member	Joint Managing Director
00226355	Mr. Ajay S Mittal	Member	Managing Director & Chairperson
00694160	Mr. Rishabh Shah Pankaj	Member	Non-Executive Independent Director

## **Terms of Reference**

### **CSR Policy Formulation**

- Formulate and recommend the CSR policy of the Company to the Board, ensuring alignment with the provisions of the Companies Act, 2013.
- Review and update the CSR policy periodically, keeping in mind the evolving regulatory requirements and social impact objectives.

### **Project Selection and Implementation**

- Recommend and monitor CSR projects and programs to be undertaken by the Company.
- Ensure projects are aligned with the approved CSR policy and objectives.

### **Budgeting and Fund Allocation**

- Recommend the annual CSR budget and ensure funds are utilized effectively for approved CSR activities.
- Monitor compliance with the statutory spending requirements under Section 135 of the Companies Act, 2013.

### **Other Responsibilities**

- Perform any other functions as may be delegated by the Board or as required under applicable laws and regulations.

During the financial year 2023–2024, no meeting of the Corporate Social Responsibility (CSR) Committee was held.

## **6. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS**

During the financial year 2023-2024, a separate meeting of the Independent Directors has been convened by the company on October 16, 2023, without the attendance of non-independent directors and members of the management.

## **7. *PROCEDURE OF COMMITTEE MEETINGS:***

The Company's guidelines relating to Board meetings are applicable to Committee meetings. Each Committee has the authority to engage external experts, advisors, and counsels as it considers appropriate to assist in its functioning. The composition and terms of reference of all Committees are intended to be in compliance with the provisions of the Companies Act, 2013, and Listing Regulations, as applicable.

## 8. INVESTOR GRIEVANCE REDRESSAL:

Statement of Various complaints received and cleared by the Company during the year ended on 31st March 2024:

Sr. No.	Subject	Received	Cleared	Pending
1	Non-Receipt of Share	--	--	--
2	Non-Receipt of Dividend	--	--	--
3	Non-Receipt of Annual Report	--	--	--
4	Non-Receipt of Exchange	--	--	-
5	Scores / Stock Exchange	--	--	--
6	Other	--	--	--
	<b>Total</b>	--	--	--

## 8. PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS

During the financial year 2023–2024, the Nomination and Remuneration Committee had in place a framework for evaluation of the performance of Directors, including Independent Directors. The performance evaluation was carried out on the basis of parameters such as attendance, understanding of the business, communication among Board members, effective participation in meetings, domain knowledge, adherence to the Code of Conduct and alignment with the Company's vision and strategic objectives. The said framework and evaluation process were in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

## 9. REMUNERATION POLICY

The Company's Remuneration Policy for Directors, Key Managerial Personnel (KMP), and other employees is designed to reward performance based on periodic review of achievements. The policy is in consonance with prevailing industry practices.

The Company paid remuneration to the following KMP during the period under review:

(Rs. In lacs)

Name of the Director/Key Managerial Personnel	Designation	Salaries, Perquisite's contribution to Provident Fund and Superannuation	Commission	Sitting Fees	Total
Mr. Dinesh Kumar Sodani	Chief Financial Officer	70.36	-	-	70.36

Mr. Ajit Dabholkar	Company Secretary	43.92	-	-	43.92
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**10. REMUNERATION OF THE NON-EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR 2023- 24**

Name of the Director	Category of Director	Type of Meeting	Sitting Fees	TDS @ 10%	Net Amount
Ashish Bairagra	Non-Executive Independent Director	Board Meeting	1,00,000	10,000	90,000
Ashish Bairagra	Non-Executive Independent Director	Audit committing meeting	20,000	2,000	18,000
Rishabh Shah	Non-Executive Independent Director	Board Meeting	60,000	6,000	54,000
Rishabh Shah	Non-Executive Independent Director	Audit committing meeting	20,000	2,000	18,000
Ved Prakash	Non-Executive Independent Director	Board Meeting	40,000	4,000	36,000
Priya Madhukar kenkare	Non-Executive Independent Director	Board Meeting	1,00,000	10,000	90,000

**11. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS AS ON 31ST MARCH 2024**

Sr No.	Name of the Director	No. of shares held
1.	Priya Kenkare	NIL
2.	Ashishkumar Bairagra	NIL
3.	Rishabh Shah	NIL
4.	Ved Prakash	NIL

**12. GENERAL BODY MEETINGS:**

(a) Details of location and time of holding of last three AGMs:

Financial Year	Venue	Date	Time (IST)	Nos. of Special Resolutions passed

2020-21 (40 <sup>th</sup> AGM)	Through Conferencing (“VC”) / Other Audio-Visual (“OAVM”)	Video Conferencing (“VC”) / Other Means	27 <sup>th</sup> September 2021	11:30 A.M.	None
2021-22 (41 <sup>st</sup> AGM)	Through Conferencing (“VC”) / Other Audio-Visual (“OAVM”)	Video Conferencing (“VC”) / Other Means	27 <sup>th</sup> September 2022	03.00 P.M.	One (01)
2022-23 (42 <sup>nd</sup> AGM)	Through Conferencing (“VC”) / Other Audio-Visual (“OAVM”)	Video Conferencing (“VC”) / Other Means	29 <sup>th</sup> September 2023	03.00 P.M.	Two (02)

**(b) Resolutions passed through Postal Ballot:**

No resolutions were passed through postal ballot during the financial year 2023-24.

**13. CORE SKILL / EXPERTISE / COMPETENCIES AVAILABLE WITH THE BOARD:**

The Board of the Company comprises qualified members with diverse skills, expertise, and competencies that enable effective governance. The key areas of expertise generally include leadership, strategic planning, industry experience, financial management, risk management, and corporate governance.

Matrix Skill	Name of Directors					
	Ajay S Mittal	Archana A Mittal	Ashishkumar Bairagra	Rishabh Shah	Ved Prakash	Priya Kenkare
Business Strategy	✓	✓	✓	-	✓	✓
Industry Experience	✓	✓	✓	-	✓	✓
General Management	✓	✓	✓	✓	✓	✓
Accounting /Auditing	✓	✓	✓	-	✓	✓
Finance	✓	✓	✓	-	✓	✓
Legal / Secretarial Compliance	✓	✓	✓	✓	-	✓
Human Resource Management	✓	✓	✓	-	✓	✓

Risk Management	✓	✓	✓	-	✓	✓
Information Technology	✓	-	✓	-	-	✓

#### **14. FAMILIARISATION OF PROGRAMMES FOR BOARD MEMBERS:**

Pursuant to the provisions of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Company has put in place a Familiarisation Programme for Independent Directors with the objective of acquainting them with the Company's business, industry, organisational structure, roles, rights, responsibilities and obligations of Independent Directors.

During the financial year 2023-24, **Arshiya Limited** conducted familiarisation programmes for its Independent Directors. The programme covered, inter alia, an overview of the Company's operations, business model, strategic objectives, financial performance, risk management framework, internal control systems, regulatory environment applicable to the Company and the roles and responsibilities of Independent Directors under applicable laws.

The familiarisation programme is aimed at enabling Independent Directors to effectively discharge their duties and contribute meaningfully to the Board and Committee deliberations.

#### **15. CODE OF CONDUCT:**

The Company has in place a comprehensive Code of Conduct and *Our Code* (collectively referred to as "the Codes"), applicable to all Directors and employees of the Company. The Codes have been formulated in accordance with the provisions of **Regulation 17(5)** read with **Schedule II (Part D)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and lay down the principles and standards for ethical conduct of business and compliance with applicable laws, rules and regulations.

The Codes reflect the core values of the Company, namely **Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence**, and provide guidance and support to Directors and employees in the ethical and responsible discharge of their duties.

#### **Note:**

Subsequent to the closure of the financial year 2023-24, the Company was admitted into the Corporate Insolvency Resolution Process ("CIRP") with effect from April 23, 2024. Accordingly, from the date of appointment of the Interim Resolution Professional / Resolution Professional, the powers of the Board of Directors stand suspended in terms of Section 17 read with Section 23 of the Insolvency and Bankruptcy Code, 2016.

#### **16. SUCCESSION PLANNING:**

The Company believes that sound succession **plans** for the senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee work along with the Human Resource team of the Company for a structured leadership succession plan.

#### **17. SELECTION OF INDEPENDENT DIRECTORS:**

Considering the requirement of skill sets on the Board, eminent people who have an independent standing in their respective field / profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board. The Committee inter alia considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such person in accordance with the Company's Policy for selection of Directors and determining Directors' independence.

The Board considers the Committee's recommendation and takes appropriate decisions. Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under the law and that he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge his / her duties with an objective independent judgment and without any external influence.

In the opinion of the Board, the Independent Directors fulfilled the conditions specified in the Listing Regulations and are independent of the management.

#### **18. DISCLOSURES:**

##### **a. Materially Significant related party transactions:**

During the financial year 2023–24, the Company did **not** enter into any materially significant related party transactions which could have had a potential conflict with the interests of the Company at large, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The particulars of transactions entered into by the Company with its related parties, in the ordinary course of business and on an arm's length basis, are disclosed in **Note No. 56** to the Notes to Accounts forming part of the Annual Report.

##### **b. Management Disclosures:**

During the financial year 2023-24 there were no instances requiring disclosure of any such transactions having a conflict with the interests of the Company. Hence, the Senior Management Personnel of the Company have not made any disclosures as required in Regulation 26(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of material financial and commercial transactions in which they had personal interest that could potentially conflict with the interests of the Company.

##### **c. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years:**

The Company has made all efforts to comply with the requirements of the Listing Agreement with the Stock Exchanges and the regulations and guidelines prescribed by SEBI. **However, There were no instances of non-compliance, and no penalties, strictures or warnings were imposed on the Company by any Stock Exchange, the Securities and Exchange Board of India (SEBI) or any other statutory authority on any matter related to capital markets during the last three years.**

##### **d. Risk Management Framework:**

The Company has adopted a Risk Assessment Procedure to provide a structured approach for identifying and managing potential events that may impact the business. The procedure is designed to help management evaluate risks, manage them within the Company's risk appetite, and provide reasonable assurance regarding the achievement of business objectives.

**e. Vigil Mechanism:**

The Company has established a vigil mechanism to enable Directors and employees to report genuine concerns or grievances in a secure and confidential manner. The mechanism is designed to provide direct access to the Audit Committee for any personnel seeking to report such concerns.

**f. Independent Director Compliance:**

During the financial year 2023-24, all the Independent Directors of the Company fulfilled the criteria of independence as prescribed under Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also took note of the declarations submitted by the Independent Directors confirming their independence and compliance with the applicable provisions of the said Regulations.

**g. Mandatory Recommendations by the Board**

There were **no mandatory recommendations** made by the Board of Directors or its Committees during the financial year 2023-24 requiring compliance or reporting under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**h. Sexual Harassment Complaints**

During the financial year 2023-24, **no complaints were received or pending** relating to sexual harassment of women at the workplace.

**i. Directors' Disqualification Status**

**None of the Directors are known to be disqualified or debarred** from being appointed as Directors of the Company. However, the **Certificate of Non-Disqualification of Directors, issued pursuant to Regulation 34(3) of the SEBI (LODR) Regulations, 2015, has not been received from the Directors** due to the suspension of the Board.

**j. Fund Raising**

No funds have been raised through preferential allotment or private placement during the financial year 2023-2024.

**k. Statutory Auditor Fees**

During the financial year 2023-24, the Company has paid **Rs. 49.50 Lakhs (Rupees Forty-Nine Lakhs Fifty Thousand)** to Statutory Auditor including to all network entities of the Auditor.

**19. MEANS OF COMMUNICATION:**

Website	<ul style="list-style-type: none"><li>- All the information and disclosures required to be disseminated as per Regulation 46(2) of the Listing Regulations and Companies Act are being posted at Company's website: <a href="http://www.arshiyalimited.com/">http://www.arshiyalimited.com/</a></li><li>- The official news released and presentations to the institutional investors or analysts, if any, are disseminated to the Stock Exchange at <a href="http://www.nseindia.com">www.nseindia.com</a> and <a href="http://www.bseindia.com">www.bseindia.com</a> and the same is also uploaded on the website of the company <a href="http://www.arshiyalimited.com/">http://www.arshiyalimited.com/</a></li></ul>
Quarterly Results	The company communicates the stock exchanges about the quarterly financial results within 30 minutes of the conclusion of the Board meeting in which the same is approved.
Designated e-mail address for investor services	To serve the investors better and as required under Listing Regulations, the dedicated/ designated e-mail address for investors communication is <a href="mailto:info@arshiyalimited.com">info@arshiyalimited.com</a>

**20. GENERAL SHAREHOLDER INFORMATION:**

Annual General Meeting: Date, time and venue	<p>The 43<sup>rd</sup> Annual General Meeting of the Company is being conducted through VC/OAVM on Friday, 27<sup>th</sup> Day of March 2026. At 12:30 P.M.</p> <p>In accordance with the provisions of Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/ Clarification dated April 15, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.</p>
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Financial Year	The financial year of the Company is for a period of 12 months from 1st April 2023 to 31st March 2024
Date of Book Closure	21 <sup>st</sup> March 2026 to 27 <sup>th</sup> March 2026 (both days inclusive)
Financial Calendar (Tentative) Results for Quarter ending 30.06.2023 Results for Quarter ending 30.09.2023 Results for Quarter ending 31.12.2023 Results for Quarter ending 31.03.2024	<b>Results for Quarter ending 30.06.2023-</b> 2 <sup>nd</sup> week of August 2023  <b>Results for Quarter ending 30.09.2023-</b> 2 <sup>nd</sup> Week of November 2023  <b>Results for Quarter ending 31.12.2023-</b> 2 <sup>nd</sup> Week of February 2024  <b>Results for Quarter ending 31.03.2024-</b> 2 <sup>nd</sup> Week of May 2024
Listing on Stock Exchange	The Company's shares are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
Script Code/SYMBOL	506074 on BSE Ltd., ARSHIYA on NSE
ISIN Number	INE968D01022

## **21. INVESTOR SERVICES:**

The Company has appointed M/s Bigshare Services Private Limited, whose address is given below, as its Registrar and Transfer Agents. The Registrar handles all matters relating to the shares of the Company including transfer, transmission of shares, dematerialization of share certificates, subdivision/consolidation of share certificates and investor grievances.

### **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](mailto:info@bigshareonline.com)

## **22. SHARE TRANSFER SYSTEM:**

All the transfers received are processed by Registrar and Transfer Agents. Share transfers are registered and returned within maximum of 15 days from the date of lodgment if documents are complete in all respects. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

## **23. DEMATERIALIZATION OF SHARES:**

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). As on 31st March 2024, 99.80% of the equity shares have been dematerialized.

Position of dematerialized shares for the year 2023-24.

<b>Particulars</b>	<b>No. of Shares</b>	<b>Percentage</b>
Shares in Dematerialized Form	26,29,60,064	99.80
Shares in Physical Form	5,15,851	0.20
<b>Total Shares</b>	<b>26,34,75,915</b>	<b>100.00</b>

## **24. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT:**

25.

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out a Secretarial Audit for reconciliation of the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital of the Company. The said audit is carried out on a **quarterly basis**, and the reconciliation reports for **all four quarters of the financial year 2023–24**, namely **quarter ended June 30, 2023; September 30, 2023; December 31, 2023; and March 31, 2024**, were duly prepared and **submitted within the prescribed timelines** to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

## **26. ADOPTION OF MANDATORY AND DISCRETIONARY REQUIREMENTS:**

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has not adopted any discretionary requirements of the Listing Regulations.

## **27. AUDIT QUALIFICATION:**

Since the Company is presently undergoing the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016, and the powers of the Board of Directors and the Management stand suspended, the Resolution Professional is not in a position to provide independent explanations or comments on the qualifications, reservations, adverse remarks or disclaimers, if any, made by the Statutory Auditors in their Audit Report.

The Audit Report, however, is self-explanatory with respect to the nature and reasons for such qualifications,

reservations, adverse remarks or disclaimers.

#### **28. REPORTING OF INTERNAL AUDITOR:**

The company has appointed M/S. Ronen Joshi & Associates., Chartered Accountants, as Internal Auditors of the Company for the FY 2023-24 in the Board Meeting held on August 14, 2023 based on the recommendation of Audit Committee.

*Note: Subsequent to the initiation of the Corporate Insolvency Resolution Process (CIRP) against the Company pursuant to the order dated April 23, 2024 passed by the National Company Law Tribunal, Mumbai Bench, and in exercise of the powers vested with the Resolution Professional under the provisions of the Insolvency and Bankruptcy Code, 2016, the appointment of Ronen Joshi & Associates as the Internal Auditor of the Company for the Financial Year 2023-24, along with their Internal Audit Report for the said financial year, was rescinded/discontinued.*

*Further, the Resolution Professional approved the appointment of Anupam Parashar & Co., Chartered Accountants (FRN: 023779C), as the Internal Auditor of the Company for the Financial Year 2023-24, vide approval dated February 25, 2026, and the same was duly intimated to BSE Limited and National Stock Exchange of India Limited in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

*Accordingly, the Internal Audit Report for the Financial Year 2023-24 issued by M/s Anupam Parashar & Co., Chartered Accountants (FRN: 023779C) forms the basis of internal audit reporting for the said financial year.*

*The Internal Audit Report issued by M/s Anupam Parashar & Co., Chartered Accountants (FRN: 023779C) for the Financial Year 2023-24.*

#### **29. ANNUAL REPORT:**

The Annual Report containing, inter alia, the Audited Financial Statements, Resolution Professional's Report, Auditors' Report and other important information is circulated to the Members and all other persons entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report.

The Annual Report is also available in **downloadable form** on the website of the Resolution Professional at **Arshiya Limited** ([www.arshiyalimited.com](http://www.arshiyalimited.com)) and on the websites of the Stock Exchanges, i.e., **BSE Limited** ([www.bseindia.com](http://www.bseindia.com)) and **National Stock Exchange of India Limited** ([www.nseindia.com](http://www.nseindia.com)).

#### **30. LETTERS TO INVESTORS:**

Letters were sent to the shareholders as per records, for claiming unclaimed / unpaid dividend / interest on fixed deposits / dematerialization of shares / updating PAN, email address and bank account details.

Members who are yet to register their email address, PAN details, address, bank details etc. are requested to register by clicking at the web link provided by Registrar and Share Transfer Agent at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

The Company has also sent intimations to the shareholders holding shares in physical form, informing them about SEBI's mandate to permit transfer of shares only in dematerialized form w.e.f. April 1, 2019.

NSE Electronic Application Processing System (NEAPS): NEAPS is a web-based application designed by NSE for corporates. All periodical and other compliance filings are filed electronically on

NEAPS.

BSE Listing Centre (Listing Centre): BSE's Listing Centre is a web-based application designed for corporates. All periodical and other compliance filings are filed electronically on the Listing Centre.

**31. OUTSTANDING GDRS/ ADRS/ WARRANTS OR ANY CONVERTIBLE INSTRUMENTS:**

The Company does not have any outstanding **Global Depository Receipts (GDRs) or American Depository Receipts (ADRs)** as on the end of the financial year 2023-24.

During the financial year, **no GDRs or ADRs were issued or converted**, and accordingly, **there was no impact on the Equity Share Capital of the Company**. The Company continues to monitor compliance with applicable regulations concerning GDRs/ADRs, if any, and ensures that any future issuance or conversion is undertaken in accordance with the provisions of the Companies Act, 2013, and other regulatory requirements.

**32. HIGH/LOW OF MARKET PRICE OF THE COMPANY'S SHARETRADED ON THE STOCK EXCHANGE UP TO 31<sup>ST</sup> MARCH 2025:**

Period	Arshiya's Share Price		BSE SENSEX	
	High	Low	High	Low
April 2023	5.89	5.76	61,209.46	60,507.83
May 2023	5.92	5.66	62,876.77	62,401.02
June 2023	4.89	4.71	64,768.58	64,068.44
July 2023	4.25	4.25	66,598.42	65,998.90
August 2023	4.81	4.81	65,277.04	64,723.63
September 2023	4.46	4.46	66,151.65	65,570.38
October 2023	3.80	3.56	64,452.32	63,812.53
November 2023	3.79	3.75	67,069.89	66,610.35
December 2023	8.52	8.52	72,417.01	72,082.64
January 2024	6.70	6.70	71,851.39	70,846.04
February 2024	9.62	9.43	72,730.00	72,099.32
March 2024	6.31	6.25	74,190.31	73,120.33

**33. SHAREHOLDING PATTERN AS ON 31ST MARCH 2024:**

Category	No. of Shares	Percentage (%)
<b>Promoter and promoter Group (A)</b>	<b>37871225</b>	<b>14.37</b>
<b>Public Shareholding (B)</b>	<b>225604690</b>	<b>85.63</b>
Mutual funds	25000	0.01
Banks	2775000	1.05
Foreign Portfolio Investors Category I	130548	0.05
State Government/ Governor	40000	0.02
Resident Individuals	155765749	59.12
<b>NON RESIDENT INDIANS (NRIs)</b>	<b>1998559</b>	<b>0.76</b>
Foreign Nationals	675000	0.26
Foreign Companies	2047495	0.78
Body Corporates	45402967	17.23
HUF	11043910	4.19
Others	40133	0.02
Employees	650352	0.25
Directors	6000	0.002
Key Managerial Personnel	18521	0.01
Clearing Members	4985456	1.89
<b>Total A+B</b>	<b>263475915</b>	<b>100</b>

**34. SECRETARIAL AUDIT:**

The Board of Directors on the recommendation of Audit committee, at its first meeting of the financial year 2023–24 held on May 30, 2023, appointed M/s. Abid & Co., Practising Company Secretaries, as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year 2023-2024.

*Note: Subsequently, pursuant to the initiation of the Corporate Insolvency Resolution Process (CIRP) against the Company vide order dated April 23, 2024 passed by the National Company Law Tribunal, Mumbai Bench, and in exercise of the powers vested under the Insolvency and Bankruptcy Code, 2016, the Resolution Professional rescinded/discontinued the appointment of M/s. Abid & Co. as Secretarial Auditor for the Financial Year 2023–24, along with their Secretarial Audit Report for the said financial year.*

*Thereafter, the Resolution Professional appointed M/s. Loveneet Handa & Associates (Peer Review No. 5316/2023), Company Secretaries, as the Secretarial Auditor of the Company for the Financial Year 2023–24 on February 25, 2026*

*The Secretarial Audit Report in Form MR-3 issued by M/s. Loveneet Handa & Associates for the Financial Year 2023–24 is annexed herewith and forms an integral part of the Resolution Professional's Report.*

### 35. RE-APPOINTMENT AND APPOINTMENT OF DIRECTORS:

During the Financial Year 2023-24, no re-appointment and appointments of directors has taken place in the company.

*Note: The Company being under Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the National Company Law Tribunal, Mumbai Bench, and as per the Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP). Accordingly, the powers relating to appointment and re-appointment vest with the Resolution Professional.*

### 36. PLANT LOCATION ADDRESS FOR CORRESPONDENCE:

<b>Arshiya Ltd (Registered office)</b> Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, At Post - Sai Village, Taluka - Panvel, District Raigad, Pin code - 410 221,  Email: <a href="mailto:cs.arshyalimited@gmail.com">cs.arshyalimited@gmail.com</a>	<b>Arshiya Ltd (Corporate office)</b> 302, Ceejay House, Level-3, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai City, Mumbai, Maharashtra, India, 400018  Email: <a href="mailto:cs.arshyalimited@gmail.com">cs.arshyalimited@gmail.com</a>	<b>Bigshare Services Private Limited</b> 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: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>
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### 37. WEBLINKS FOR THE MATTERS REFERRED IN THIS REPORT ARE AS UNDER:

Notice and Annual Report will be available on the website of the Company i.e., [www.arshyalimited.com](http://www.arshyalimited.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the e-voting website of Bigshare Services Private Limited [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

### 38. CEO / CFO CERTIFICATION:

Pursuant to the initiation of the CIRP process vide the NCLT order dated April 23 2024, the powers of the Board of Directors stand suspended with effect from April 23, 2024. Hence, only the certification by Resolution Professional is provided in this Report.

**39. COMPLIANCE CERTIFICATE OF THE AUDITOR:**

A certificate from the Company's Auditors, M/s A R T H & Associates, Chartered Accountants (Firm Registration No. 138552W), confirming compliance with the conditions of Corporate Governance, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached to this Report.

**40. CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT:**

Not applicable as the power of the Board stood suspended during the CIRP.

**YOURS FAITHFULLY**

**FOR ARSHIYA LIMITED  
(UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS)**

**SD/-**

**PANKAJ MAHAJAN**

**RESOLUTION PROFESSIONAL**

**IBBI REGISTRATION NO: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA DETAILS: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**DATE: FEBRUARY 27, 2026**

**PLACE: DELHI**

## **INDUSTRY STRUCTURE AND DEVELOPMENTS**

### **LOGISTICS AND SUPPLY CHAIN MANAGEMENT SERVICE (MARKET OVERVIEW)**

#### **1. Industry Overview**

The Logistics and Supply Chain Management Services industry plays a critical role in enabling global trade, manufacturing, e-commerce, retail, and infrastructure development. The sector encompasses transportation, warehousing, freight forwarding, inventory management, distribution, supply chain consulting, and technology-enabled logistics services.

India is one of the fastest-growing economies. It is likely to be among the top three economic powers in the world by 2035, supported by its demographics and strong fundamentals. The Reserve Bank of India has projected India's GDP to grow at 7.2%<sup>1</sup> in FY24. During FY24, India demonstrated remarkable resilience in navigating global headwinds and registered a Growth rate of 8.2%, which was the highest among the major economies. However, private final consumption remained low during FY24.

#### **2. Global Market Size and Growth**

The global logistics and supply chain management services market is estimated at multi-trillion-dollar levels when including transportation, warehousing, and value-added services. The technology-driven supply chain management services segment continues to grow at a strong compound annual growth rate (CAGR), supported by:

- AI-driven demand forecasting
- Real-time shipment tracking
- Automation and robotics in warehousing
- Cloud-based logistics platforms
- Data analytics and predictive optimization

The industry is projected to maintain steady double-digit growth in digital and integrated service segments over the coming years.

The advancements in technology, such as automated material handling equipment, GPS and biometrics are helping organisations and businesses work efficiently, thereby stimulating the growth of the logistics market in the region.

#### **3. Indian Market Overview**

India's logistics sector is one of the fastest-growing in the world, supported by:

- Growth in manufacturing and infrastructure
- E-commerce expansion
- Government initiatives such as PM Gati Shakti and National Logistics Policy

- Rapid adoption of digital logistics platforms

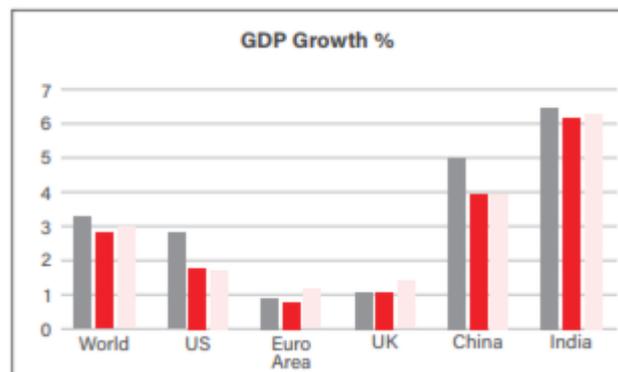
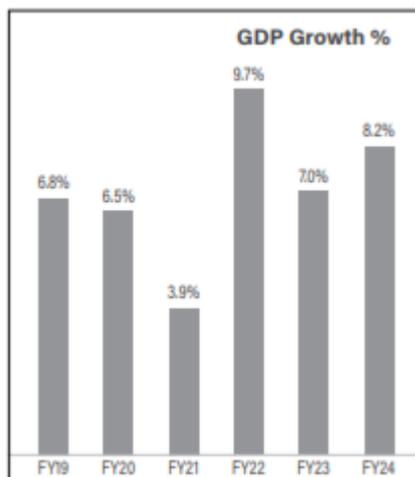
India’s logistics market is estimated at over USD 250 billion and is projected to grow at 8–10% CAGR over the next five years. Increasing formalization and infrastructure investments are improving efficiency and reducing logistics costs as a percentage of GDP.

In India, the logistics sector is a significant contributor to the overall growth of the economy. More than 22 million people rely on it for their livelihood. The sector is projected to add 10 million jobs by 2027. As a key enabler of trade and commerce, the logistics sector underpins economic development, enabling nations like India to harness their full potential and achieve sustainable progress. Transportation is the largest segment of the logistics sector in India. Currently, the road transportation sector has the largest share in terms of tonnage, around 66%, of total cargo movement, followed by railways.

#### 4. Key Market Drivers

##### a) E-commerce Growth

Rising online retail demand is driving last-mile delivery, warehousing, and fulfilment services.



##### b) Digital Transformation

Adoption of AI, IoT, cloud computing, and automation is enhancing operational efficiency and transparency.

##### c) Infrastructure Development

Highway corridors, multimodal logistics parks, and dedicated freight corridors are boosting freight movement efficiency.

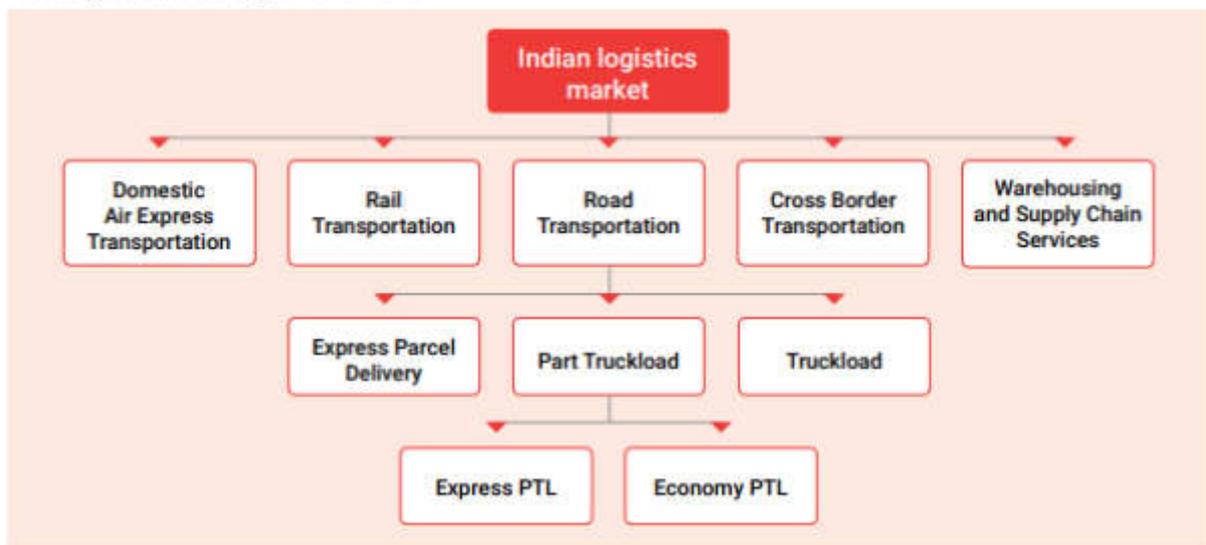
##### d) Supply Chain Resilience

Businesses are diversifying supply bases and investing in integrated logistics partners to mitigate disruption risks.

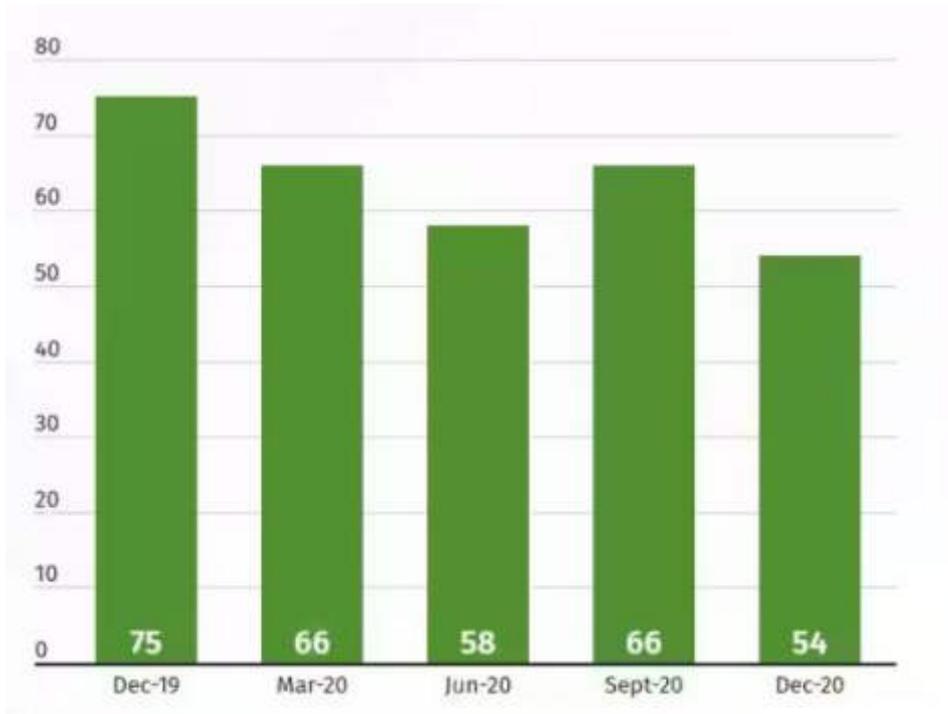
## 5. Key Industry Trends

- Integrated 3PL and 4PL service models
- Asset-light logistics strategies
- Sustainable and green logistics initiatives
- Real-time tracking and visibility platforms
- Data-driven decision-making and automation

### Industry structure and growth drivers



**Increasing Customer base**



## 6. Key trends and factors driving growth and structural changes for the Indian logistics industry include:

- **Key challenges ahead for logistics industry** **Fragmented supply chain:** The logistics industry in India is highly fragmented, with numerous small players operating independently across supply chain segments. This fragmentation results in suboptimal resource utilisation, lack of standardisation, and difficulties in coordination and collaboration among stakeholders. Consolidating and integrating logistics operations by adopting technology platforms and establishing logistics parks and hubs can help overcome fragmentation. Such initiatives would streamline operations, improve efficiency, and cut costs through economies of scale.
- **Rising fuel prices:** Fuel accounts for a significant portion of the logistics service providers' transportation costs. The cost of diesel in India depends on international crude oil prices as India imports most of its fuel requirements. The fluctuations in fuel prices can dramatically impact the logistics industry margins, impacting each stakeholder in the value chain. The rapid increase in fuel price can delay and substantially impact the operations of logistics companies, forcing them to raise prices or take losses. A sudden fall could result in short-term boosts in profit and a surge of competition within the market to provide consumers with a lower price. Many logistics companies mitigate this risk by linking customer contracts to fuel prices.
- **Truck driver shortage:** Potential drivers may find the profession unattractive due to the lack of security and safety, harsh working conditions, irregular working hours, and long hours away from their families. With significant improvement in road infrastructure coupled with new technologies such as ADAS which ensures higher safety, the working conditions for the drivers are improving.
- **Reverse logistics cost:** India's e-commerce sector is growing at a rapid pace driven by increased consumer incomes and smartphone penetration. However, one major challenge in the e-commerce sector is the logistics cost. Customers may decide to return the parcels for various reasons. These reverse logistics result in additional complexity in the operations and put an additional cost on the sellers, thus affecting the potential growth of the logistics industry.
- **Last-mile connectivity:** The last-mile delivery segment of the logistics chain, encounters challenges such as manpower availability, inadequate road infrastructure, traffic congestion, poor address mapping and weather related disruptions. These factors contribute to delays, higher costs, and lower customer satisfaction, especially for ecommerce and FMCG companies reliant on timely deliveries. Improving last-mile connectivity through initiatives such as digital mapping technologies, alternate delivery modes, and different vehicle types would optimise delivery routes, shorten transit times and enhance service reliability, thus improving the overall customer experience.

## 6. Key trends and factors driving growth and structural changes for the Indian logistics industry include:

- **Economic growth:** The projected growth rate is higher than the growth rate estimated for other emerging and developing Asian countries. Increasing consumption and the growth of various businesses are expected to be the major drivers of growth in India.

- **Rising consumer incomes and changing preferences:** India's per capita GDP reached US\$2.73 thousand in 2024. The middle-income segment, with an annual household income of US\$7,500-15,000, is projected to grow from ~27% to ~40% of the population in the next five years. Additionally, over 50% of the population is currently under 30 years of age and digitally native, resulting in rapid growth in purchases of products and services online.

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- **New B2C commerce models:** In addition to e-commerce marketplaces, new models like social commerce, commerce and direct-to-consumer (D2C) commerce continue to disrupt traditional retail models. Category expansion will also likely drive growth, with segments like consumer durables/white goods, home and furniture rapidly transitioning online. Overall, these structural changes in the consumption economy will likely increase the demand for reliable logistics and drive the growth of organised logistics players.

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- **Evolving B2B business models:** The emergence of new distribution channels, new go-to-market strategies such as direct-to-retail (D2R) and D2C and government initiatives like Make in India and production-linked incentive schemes are driving the need for greater speed, precision and visibility in traditional B2B supply chain operations.

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- **Demand for integrated services:** With the rollout of GST, enterprises are optimising supply chains for speed and efficiency instead of tax reasons. This shift towards a 'total-cost' approach is driving the demand for third-party players capable of providing integrated warehousing, transportation, and technology solutions instead of numerous traditional monoline players. In addition, the economic growth of Tier-II cities and beyond is further driving the need for players with deeper national capabilities.

- **Technology-led transformation:** The availability of new technology and business intelligence tools enable organised logistics companies to solve various problems such as truck utilisation, route consolidation, demand forecasting, facility and infrastructure placement, inventory management, and fraud detection. In addition, hardware investments in automated parcel sortation systems, material conveyance systems, AGV/AMR systems, ASRS, and broader penetration of warehouse management systems are improving operational throughput and precision, thereby lowering human errors and operating costs. Using drones in the logistics sector has also gained momentum and has the potential to enable a wide range of applications.

**Connected logistics:** Connected logistics is a set of interdependent communication devices and software that help gain real-time information about the goods shipped through various modes of transport. It shares relevant data and information related to logistics to smoothen the transportation process. Increase in the adoption of Internet of Things (IoT) technologies and sensor-based technologies such as RFID has contributed to boosting the connected logistics market. Furthermore, there is a huge opportunity to leverage advanced connected logistics management on India's upcoming 5G network. With ultra-high bandwidth, extremely low latency, massive capacity and increased government focus, 5G is expected to significantly improve connectivity.

## 7. KEY FINANCIAL RATIOS

1	<b>Current Ratio</b>	Current Assets	0.24
		Current Liabilities	
2	<b>Debt – Equity Ratio</b>	Total Debt	2.51
		Shareholder's Equity	
3	<b>Debt Service Coverage Ratio</b>	Earnings available for debt service (Profit before tax + Interest + Depreciation + Amortization)	-0.01
		Debt Service (Interest Principal Repayments)	
4	<b>Return on Equity (ROE):</b>	Net Profits after taxes	-158.25%
		Average Shareholder's Equity	
5	<b>Trade Receivables Turnover Ratio</b>	Net Credit Sales	0.21
		Trade Receivable Outstanding	
6	<b>Trade Payables Turnover Ratio</b>	Net Credit Purchase	0.47
		Trade Payable Outstanding	
7	<b>Net capital turnover ratio</b>	Net Sales	-0.01
		Average Working Capital	
8	<b>Net profit ratio</b>	Net Profit	-8534.86
		Net Sales	
9	<b>Return on capital employed (ROCE)</b>	Earnings before interest and taxes	-1.98
		Capital Employed	
10	<b>Inventories Turnover Ratio</b>	Cost of Goods Sold (COGS)	0.00
		Average Inventory	

- 1) **Current Ratio:** The Company's current ratio as at March 31, 2024 stands at 0.24, reflecting significant liquidity constraints. This is primarily attributable to the financial stress that led to the commencement of the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code, 2016.

During the CIRP period, operations and financial decisions are being managed under the supervision of the Resolution Professional, in accordance with applicable regulations. The low current ratio is largely driven by accumulated liabilities and classification of certain borrowings as current liabilities pursuant to accounting standards.

The Company continues to operate as a going concern during the resolution process, and efforts are underway to invite and evaluate resolution plans aimed at restructuring the Company's liabilities and restoring financial stability.

- 2) **Debt–Equity Ratio:** - As at March 31, 2024, the Company’s Debt–Equity Ratio stands at 2.51. The elevated leverage position reflects the financial stress experienced in prior periods, which led to the commencement of the Corporate Insolvency Resolution Process (CIRP).

During the CIRP period, borrowings remain outstanding and interest accruals continue in accordance with applicable accounting standards. The ratio is also impacted by the erosion of equity due to accumulated losses.

- 3) **Debt Service Coverage Ratio (DSCR):** As at March 31, 2024, the Company’s Debt Service Coverage Ratio (DSCR) stands at –0.01. The negative ratio reflects the constrained operating cash flows during the year, primarily attributable to financial stress and the ongoing Corporate Insolvency Resolution Process (CIRP).

In accordance with the Insolvency and Bankruptcy Code, 2016, debt servicing obligations are being addressed within the CIRP framework. The negative DSCR is indicative of the Company’s current financial position and underscores the necessity of a comprehensive resolution plan to realign debt obligations with sustainable cash flows.

- 4) **Return on Equity (ROE):** The Company’s Return on Equity (ROE) for the year ended March 31, 2024 stands at –158.25%. The negative return is primarily attributable to the net loss incurred during the year and the reduced equity base resulting from accumulated losses.

The financial performance reflects the stress conditions that led to the initiation of the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code. During the CIRP period, the Company continues to operate under the supervision of the Resolution Professional, and financial outcomes are influenced by ongoing restructuring considerations.

- 5) **Trade Receivables Turnover Ratio:** The Company’s Trade Receivables Turnover Ratio for the year stands at 0.21. The low turnover reflects slower realization of outstanding receivables, primarily attributable to subdued business activity and legacy receivables accumulated in prior periods.

The ongoing Corporate Insolvency Resolution Process (CIRP) has also impacted customer payment cycles, as counterparties exercise caution in extending credit during the restructuring phase.

The management, under the supervision of the Resolution Professional, has initiated focused efforts toward receivables monitoring and recovery to improve liquidity.

- 6) **Trade Payables Turnover:** The Company’s Trade Payables Turnover Ratio for the year stands at 0.47. The lower turnover reflects extended payment cycles to creditors, primarily attributable to liquidity constraints and the impact of the ongoing Corporate Insolvency Resolution Process (CIRP).

In accordance with the applicable provisions governing CIRP under the Insolvency and Bankruptcy Code, certain obligations are being addressed within the structured resolution framework. The ratio is also influenced by reduced procurement and operational levels during the year.

The Company continues to engage with operational creditors in accordance with the resolution process and applicable regulations.

- 7) **Net Capital Turnover:** The Company's Net Capital Turnover Ratio for the year stands at – 0.01. The negative ratio is primarily attributable to negative net working capital, as current liabilities significantly exceed current assets.

The working capital position reflects accumulated liabilities and financial stress that led to the initiation of the Corporate Insolvency Resolution Process (“CIRP”) under the Insolvency and Bankruptcy Code.

During the CIRP period, the Company's liquidity position remains constrained, and working capital management is subject to the provisions of the resolution framework. The outcome of the approved resolution plan is expected to realign the Company's capital structure and working capital profile.

- 8) **Net Profit Ratio:** The Company's Net Profit Ratio for the year stands at –8,534.86%. The significantly negative ratio reflects the substantial net loss incurred during the year, primarily due to financial stress, interest obligations, and provisions arising from the ongoing Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code.

The ratio is also materially impacted by the reduced revenue base during the year, which amplifies the percentage effect of reported losses.

A substantial portion of the loss comprises non-cash adjustments and provisioning in accordance with applicable accounting standards.

- 9) **Return on Capital Employed (ROCE)**

The Company's Return on Capital Employed (ROCE) for the year stands at –1.98%. The negative return reflects reduced operating performance and suboptimal utilization of capital during the year.

The operating results were materially impacted by the financial stress conditions that led to the commencement of the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code.

During the CIRP period, capital structure constraints and limited working capital availability have affected operational efficiency. The outcome of the approved resolution plan is expected to determine the future capital structure and return profile of the Company.

- 10) **Inventories Turnover Ratio:** The Company's Inventories Turnover Ratio for the year stands at 0. The ratio reflects the fact that inventory movement was negligible during the year, primarily due to the operational constraints arising from the ongoing Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code.

The low turnover is also influenced by inventory write-downs and impairment provisions made in accordance with applicable accounting standards.

The Resolution Professional, under the supervision of the National Company Law Tribunal (NCLT), is overseeing the management and utilization of inventories as part of the structured resolution process.

## CODE OF CONDUCT

The Board has laid down a Code of Conduct and Ethics for the Members of the Board and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Financial Year 2023-24.

*Subsequent to the closure of financial year 2023-2024, the Corporate Insolvency Resolution Process (CIRP) has been initiated against the company with effect from April 23, 2024, and due to this the powers of the Board of Directors stand suspended and will be exercised by the resolution Professional. However, According to Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*

*Compliance with the Code of Business Conduct and Ethics as provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the Resolution Professional has affirmed compliance with Code of Business Conduct and Ethics for the year ended March 31, 2024.*

**YOURS FAITHFULLY**

**FOR ARSHIYA LIMITED  
(UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS)**

**Sd/-  
PANKAJ MAHAJAN  
RESOLUTION PROFESSIONAL  
IBBI REGISTRATION NO: IBBI/IPA-001/IP-P00836/2017-2018/11420  
AFA DETAILS: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**DATE: FEBRUARY 27, 2026  
PLACE: DELHI**

**Resolution Professional Certificate  
(Pursuant to Regulation 17 (8) of SEBI (LODR) Regulations, 2015)**

*Subsequent to the closure of financial year 2023-2024, the Corporate Insolvency Resolution Process (CIRP) has been initiated against the company with effect from April 23, 2024, and due to this the powers of the Board of Directors stand suspended and will be exercised by the resolution Professional. However, According to Section 17 read with Section 23 of the Insolvency & Bankruptcy Code, 2016, from the date of appointment of Interim Resolution Professional (IRP) Resolution Professional (RP), the management of the affairs of the Corporate Debtor shall vest in the interim resolution professional or Resolution Professional and the powers of the Board of Directors of the Corporate Debtor shall stand suspended and be exercised by the Interim Resolution Professional (IRP) or Resolution Professional (RP).*

Pursuant to regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Resolution Professional hereby clarify that:

- He has reviewed the financial statements and the Cash Flow Statement for the year 2023-2024 and that to the best of our knowledge and belief:
  - These Statements does not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of his knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- He has accepted the responsibility for establishing and maintaining internal controls for financial reporting and that he has evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and he has disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- He has indicated to the Auditors and the Audit Committee:
  - Significant changes, if any, in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  - That no instances of significant fraud have come to our notice.

**YOURS FAITHFULLY**

**FOR ARSHIYA LIMITED  
(UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS)**

**Sd/-**

**PANKAJ MAHAJAN**

**RESOLUTION PROFESSIONAL**

**IBBI REGISTRATION NO: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA DETAILS: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**DATE: FEBRUARY 27, 2026**

**PLACE: DELHI**

**FORM AOC -1**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint venture

**Part A- Subsidiaries**

*(In Rs. Lakhs)*

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>ARSHIYA NORTHERN FTWZ LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1,086.87
5	Reserves & Surplus	(40,580.82)
6	Total Assets	70,037.01
7	Total Liabilities	1,09,530.96
8	Investments	0
9	Turnover	1,123.39
10	Profit before taxation	(36,149.12)
11	Provision for taxation	0
12	Profit after taxation	(36,149.12)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

*(In Rs. Lakhs)*

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>NCR RAIL INFRASTRUCTURE LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	5,967.16
5	Reserves & Surplus	(2,17,853.43)
6	Total Assets	85,947.68
7	Total Liabilities	2,97,833.95
8	Investments	1.00
9	Turnover	862.89
10	Profit before taxation	(1,36,707.37)
11	Provision for taxation	0
12	Profit after taxation	(1,36,707.37)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

*(In Rs. Lakhs)*

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>ARSHIYA TECHNOLOGIES (INDIA) PRIVATE LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	10.12
5	Reserves & Surplus	(18.36)
6	Total Assets	0.41
7	Total Liabilities	8.67
8	Investments	0
9	Turnover	0
10	Profit before taxation	(0.60)
11	Provision for taxation	0
12	Profit after taxation	(0.60)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>ARSHIYA LIFESTYLE LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	148.50
5	Reserves & Surplus	1,072.47
6	Total Assets	5,306.95
7	Total Liabilities	4,085.98
8	Investments	1.00
9	Turnover	7,731.36
10	Profit before taxation	(808.10)
11	Provision for taxation	20.71
12	Profit after taxation	(828.81)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

S.NO.	PARTICULARS	ARSHIYA LOGISTICS SERVICES LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	160.00
5	Reserves & Surplus	(1,118.38)
6	Total Assets	1,167.78
7	Total Liabilities	2,126.16
8	Investments	7.00
9	Turnover	5,088.80
10	Profit before taxation	120.32
11	Provision for taxation	0
12	Profit after taxation	120.32
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

S.NO.	PARTICULARS	ARSHIYA NORTHERN PROJECTS PRIVATE LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	5.00
5	Reserves & Surplus	(25.26)
6	Total Assets	0.72
7	Total Liabilities	20.98
8	Investments	0
9	Turnover	
10	Profit before taxation	(808.10)
11	Provision for taxation	20.71
12	Profit after taxation	(828.81)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>ARSHIYA INFRASTRUCTURE DEVELOPERS PRIVATE LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	(5.05)
6	Total Assets	0
7	Total Liabilities	4.05
8	Investments	0
9	Turnover	0
10	Profit before taxation	(0.46)
11	Provision for taxation	0
12	Profit after taxation	(0.46)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>UNRIVALLED INFRASTRUCTURE PRIVATE LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	(3.76)
6	Total Assets	12.62
7	Total Liabilities	15.38
8	Investments	0
9	Turnover	0
10	Profit before taxation	(0.79)
11	Provision for taxation	0
12	Profit after taxation	(0.79)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

S.NO.	PARTICULARS	ARSHIYA 3PL SERVICES PRIVATE LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	5.00
5	Reserves & Surplus	(263.46)
6	Total Assets	289.13
7	Total Liabilities	547.59
8	Investments	0
9	Turnover	798.08
10	Profit before taxation	(30.13)
11	Provision for taxation	0
12	Profit after taxation	(30.13)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100% held through Arshiya Logistics Services Limited

(In Rs. Lakhs)

S.NO.	PARTICULARS	ARSHIYA PANVEL FTWZ SERVICES PRIVATE LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	338.44
6	Total Assets	8,924.93
7	Total Liabilities	8,585.49
8	Investments	0
9	Turnover	2,655.69
10	Profit before taxation	(414.41)
11	Provision for taxation	0
12	Profit after taxation	(414.41)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100% held through Arshiya Lifestyle Limited

(In Rs. Lakhs)

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>ARSHIYA PANVEL LOGISTICS SERVICES PRIVATE LIMITED</b>
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	(1,500.40)
6	Total Assets	395.67
7	Total Liabilities	1,895.07
8	Investments	0
9	Turnover	2,717.58
10	Profit before taxation	(614.93)
11	Provision for taxation	0
12	Profit after taxation	(614.93)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100% held through Arshiya Logistics Services Limited

(In Rs. Lakhs)

S.NO.	PARTICULARS	ARSHIYA DATA CENTRE PRIVATE LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	(303.99)
6	Total Assets	0
7	Total Liabilities	302.99
8	Investments	0
9	Turnover	0
10	Profit before taxation	(0.65)
11	Provision for taxation	0
12	Profit after taxation	(0.65)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100%

(In Rs. Lakhs)

S.NO.	PARTICULARS	ARSHIYA DISTRIBUTION HUB PRIVATE LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	(1.07)
6	Total Assets	0.88
7	Total Liabilities	0.95
8	Investments	0
9	Turnover	0
10	Profit before taxation	(0.46)
11	Provision for taxation	0
12	Profit after taxation	(0.46)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100% held through Arshiya Logistics Services Limited

(In Rs. Lakhs)

S.NO.	PARTICULARS	AMD BUSINESS SUPPORT SERVICES PRIVATE LIMITED
1	The date since when subsidiary was acquired	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA
3	Reporting Currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
4	Share Capital	1.00
5	Reserves & Surplus	(229.07)
6	Total Assets	7,734.10
7	Total Liabilities	7,962.17
8	Investments	0
9	Turnover	0
10	Profit before taxation	(1.79)
11	Provision for taxation	0
12	Profit after taxation	(1.79)
13	Proposed Dividend	0
14	Extent of shareholding (in percentage)	100% held through NCR Rail Infrastructure Limited

*Note: Certain subsidiary company(ies) of Arshiya Limited are presently undergoing Corporate Insolvency Resolution Process (CIRP) and/or were unable to finalize their financial statements and requisite financial information within the timelines prescribed under the Companies Act, 2013. Owing to the non-availability of complete, audited and duly approved financial statements, including the Notes to Accounts, of such subsidiary company(ies), the Company could not prepare Consolidated Financial Statements for the Financial Year ended March 31, 2024, in terms of Section 129(3) of the Companies Act, 2013.*

*Although the standalone Balance Sheet and Statement of Profit and Loss of the concerned subsidiary company(ies) were made available, the detailed financial disclosures and supporting information were not finalized. Accordingly, in compliance with the provisions of the Companies Act, 2013, the Company has prepared and attached Form AOC-1 containing salient features of the financial statements of subsidiaries to the extent information was available.*

*In view of the aforesaid constraints and pending finalization of complete financial statements of the subsidiary company(ies), consolidation of financial statements could not be carried out for the Financial Year ended March 31, 2024.*

**Part B – Associates and Joint Ventures**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

The Company does not have Associate Company and Joint Venture; therefore, Part B is not applicable

**For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)**

**Sd/-**

**Pankaj Mahajan**

**Resolution Professional**

**IBBI Registration No: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**Date: February 27, 2026**

**Place: Delhi**

**FORM NO. AOC-2**

**(Pursuant to clause (h) of sub section (3) of section 134 of the Act, and Rule 8 (2) of the Companies (Accounts) Rules, 2014)**

Disclosures of particulars of contracts/arrangements entered into by the company with related parties referred into sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
2. Details of material contracts or arrangements or transactions on an arm's length basis:

**(In Rs. Lakhs)**

<b>S.no.</b>	<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of contract/ arrangements/ Transactions</b>	<b>Duration of the contract/ arrangement/ transactions</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	<b>Date(s) of approval by the Board, if any</b>	<b>Amount paid as advances, if any</b>
1	Arshiya Lifestyle Limited (CIN: U74110MH2010PLC20133)	Subsidiary company	Rendering of services	As mutually decided between the company and the party	600	30/05/2023	-
2	Arshiya Panvel FTWZ Private Limited (CIN: U74999MH2019PTC32203)	Subsidiary company	Rendering of services	As mutually decided between the company and the party	240	30/05/2023	-
3	Arshiya Northern FTWZ Limited (CIN: U51109MH2008PLC18355)	Subsidiary company	Leasing of property	As mutually decided between the company and the party	49.32	30/05/2023	-
4	NCR Rail Infrastructure	Subsidiary company	Leasing of property	As mutually decided between the	27.78	30/05/2023	-

	Limited (CIN: U93000M H2008PL C180907)			company and the party			
5	Iskandar Power Limited (Formerly known as Laxmipati Balaji Supply Chain Managem ent Limited (CIN: U74999M H2018PL C30903)	Enterprise owned or significantl y influenced by KMP or their relatives	Availing or rendering of services (electricity expenses)	As mutually decided between the company and the party	105.12	30/05/2023	-
6	Arshiya Panvel FTWZ Services Private Limited (CIN: U74999M H2019PT C322030)	Subsidiary company	sale, purchase or supply of any goods or materials (Trade Receivables )	As mutually decided between the company and the party	18.22	30/05/2023	-
7	Iskandar Power Limited (Formerly known as Laxmipati Balaji Supply Chain Managem ent Limited (CIN: U74999M H2018PL C30903)	Enterprise owned or significantl y influenced by KMP or their relatives	sale, purchase or supply of any goods or materials (Trade Payables)	As mutually decided between the company and the party	3.73	30/05/2023	-
8	Arshiya Data Centre Private Limited	Subsidiary company	sale, purchase or supply of any goods or materials	As mutually decided between the company	498.72	30/05/2023	

	(CIN: U72900M H2019PT C320780)		(Other Recoverabl e)	and the party			
9	NCR Rail Infrastruct ure Limited (CIN: U93000M H2008PL C180907)	Subsidiary company	sale, purchase or supply of any goods or materials (Other Recoverabl e)	As mutually decided between the company and the party	982.52	30/05/2023	
10	Arshiya 3PL Services Private Limited (CIN: U74999M H2018PT C313041)	Subsidiary company	sale, purchase or supply of any goods or materials (Other Payables)	As mutually decided between the company and the party	246.89	30/05/2023	

**For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)**

**Sd/-**

**Pankaj Mahajan**

**Resolution Professional**

**IBBI Registration No: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**Date: February 27, 2026**

**Place: Delhi**

## PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

**Statement under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**1. The ratio of the remuneration of each Director and Key Managerial Personnel (KMP) to the median remuneration of the employees of the Company for the financial year 2023-24**

Sr. No.	Name of Directors/ KMP	Designation	Remuneration for FY 2024-2025 (Amt. in Lakhs)	% increase/decrease in remuneration	Ratio of Remuneration of each Director/ Employee to the median remuneration
1	Mr. Ajay Shankarlal Mittal	Chairman and Managing Director	0	0%	-
2	Mrs. Archana A Mittal	Joint Managing Executive Director	0	0%	-
3	Mr. Ashishkumar Bairagra	Non-executive independent director	0	0%	-
4	Mr. Rishabh Shah Pankaj	Non-executive independent director	0	0%	-
5	Mr. Ved Prakash	Non-executive independent director	0	0%	-
6	Mr. Priya Madhukar Kenkare	Non-executive independent director	0	0%	-
7	Mr. Dinesh Sodani	Chief Financial Officer	70.36	25.30%	9.90
8	Mr. Ajit Dabolkar	Company Secretary	43.91	376.92%	6.18

**2. The median remuneration is 7,10,087 annually for FY 2023-24.**

**3. Percentage decrease in the median remuneration of employees in FY 2023-24: 69.18%**

**4. Number of permanent employees on the rolls of the Company as on March 31, 2024: 21**

**5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration a justification thereof –**

The average percentile decreases made in the salaries of employees other than Managerial Personnel was 18.77%.

**6. Affirmation:**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other employees is as per the Remuneration Policy of the Company.

**For Arshiya Limited  
(Under Corporate Insolvency Resolution Process)**

**Sd/-**

**Pankaj Mahajan**

**Resolution Professional**

**IBBI Registration No: IBBI/IPA-001/IP-P00836/2017-2018/11420**

**AFA Details: AA1/11420/02/311226/108808 VALID UPTO 31-12-2026**

**Date: February 27, 2026**

**Place: Delhi**



FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2024

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
**Members, Pankaj Mahajan (Resolution Professional)**  
**Arshiya Limited**  
**(Company Under Corporate Insolvency Resolution Process)**

I, Loveneet Handa, Proprietor of M/s **Loveneet Handa and Associates**, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **Arshiya Limited (hereinafter referred as "the Company Under Corporate Insolvency Resolution Process")** for the Financial Year ended on March 31<sup>st</sup>, 2024. This audit was conducted in a manner that provide us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms filed by the Company and other records maintained by the Company Management and also information provided by the Company, its officers, agents and authorized representatives, **Resolution Professional Mr. Pankaj Mahajan** during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31<sup>st</sup> March 2024 ("**herein referred as "review period"**"), Compliance Statement

During the period under review, the Company has complied (except where expressly provided) with the applicable provisions of:

- The Companies Act, 2013 and the Rules made thereunder
- Securities Contracts (Regulation) Act, 1956
- SEBI Act, 1992
- SEBI (LODR) Regulations, 2015
- Applicable Secretarial Standards

We have examined the books, papers, minute books, forms and returns filed by the company from time to time, other records maintained by the Company for the financial year ended on March 31<sup>st</sup>, 2024, according to the provisions of,

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under; -
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”),
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **not applicable during the review period;**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **not applicable during the review period;**
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and not applicable during the audit period; **not applicable during the audit period;**
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. not applicable during the audit period; **not applicable during the audit period.**
  - (h) Secretarial Standards-I and II, issued by the Institute of Company Secretaries of India ICSI.
  - (i) The Listing Agreements entered into by the Company with **National Stock Exchange of India Limited (NSE), BSE Limited (BSE)** Stock Exchange(s).

**CURRENT CIRP STATUS DISCLOSURE (CIRP INITIATED AFTER THE AFTER CLOSER OF THE PERIOD UNDER REVIEW)**

- As on the date of this Report, **Arshiya Limited (CIN: L93000MH1981PLC024747)** is **undergoing Corporate Insolvency Resolution Process (CIRP)**, by the Financial Creditor under Section 7 of the Insolvency and Bankruptcy Code (“IBC Code 2016”), read with Rule 4 of the Insolvency and Bankruptcy Rules 2016. The application, vide petition No. **CP (IB) No. 3143/MB/2019**, was duly admitted by the Hon`ble National Company Law Tribunal (“NCLT”), Mumbai Bench-VI, **on 23<sup>rd</sup> April, 2024** Furthermore, the CIRP against the Principal Borrower has been admitted through **order No. CP No. 1245/(IB)-MB-V/2021, dated 14.11.2022, by Bench V of NCLT Mumbai** and the same was

- admitted by the Hon'ble National Company Law Tribunal ("NCLT") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"). Prior to the commencement of CIRP, the Company was actively engaged in its business operations as a leading logistics and supply chain management service provider. The Group offered a wide range of integrated supply chain infrastructure and logistics services across various segments.
- we report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Further, due to the statutory and procedural requirements applicable during the ongoing CIRP, (**effective date 23<sup>rd</sup> April, 2024**) certain filings have been completed, while some filings were delayed or could not be undertaken within for the Financial Year 2023-2024, within the prescribed timelines. Such delays wherever applicable, were occasioned due to the ongoing CIRP proceedings and the consequential administrative and procedural constraints.
- Further, we state that during the period under review, prior to the commencement of CIRP (**effective date 23<sup>rd</sup> April, 2024**), the Board of Directors of the Company was duly constituted in accordance with the provisions of Sections 149 and 150 of the Companies Act, 2013 and Regulation 17,18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, upon commencement of the Corporate Insolvency Resolution Process (CIRP), in terms of Section 17 of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors stood suspended and were vested in the Resolution Professional (RP). Accordingly, the management and control of the Company have been with the Resolution Professional, and the Board of Directors has not been authorized to exercise its powers.

- During the Financial Year under review, **Mr. Kiran Shinde (DIN: 09667419), Non-Executive Independent Director** of the Company, tendered his resignation from the Board with effect from April 7, 2023, the Board places on record its appreciation for the valuable guidance and contributions made by Mr. Shinde during his tenure as Director, Consequent to his resignation, the composition of the Board and its Committees continued to remain in compliance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable regulatory requirements, as detailed in the Corporate Governance Report filed with the Stock Exchange.
- **Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, Every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year: This Report is not submitted by the Company to SE within the said stipulated period.
- We have received only the draft minutes of the Board Meeting and Committee Meetings for the period under review. Further, it has been observed that the minutes provided are not consecutively numbered, which is not in compliance with the requirements prescribed under **Secretarial Standard – 1 (Meetings of the Board of Directors)** and **Secretarial Standard – 2 (General Meetings)** issued by the Institute of Company Secretaries of India (ICSI).

- We have demanded the Form MBP-1 (Disclosure of Interest by Director) and Form DIR-8 (Intimation by Director regarding disqualification) from the Management / Other Officials / Authorised Representative / Resolution Professional of the Company for the period under review.
- M/s. N. A. Shah Associates LLP (FRN: 116560W / W100149) resigned from the office of Statutory Auditors of the Company with effect from the close of working hours on August 14, 2023.
- Consequent to the resignation, M/s. A R T H A and Associates (FRN: 138552W), Chartered Accountants, were appointed by the Board of Directors as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the previous auditors.
- Further, at the Annual General Meeting held on September 30, 2023, the members approved the appointment of M/s. A R T H A and Associates (FRN: 138552W) as Statutory Auditors of the Company for a term of five consecutive years and before passing this resolution the member have passed and approved auditor appointment  
M/s. A R T H A and Associates (FRN: 138552W) as Statutory Auditors as per Section 139(8) of the Companies Act, 2013, where a casual vacancy arises due to the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.
- we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. **(to the extent practicable and feasible under the ongoing CIRP)**

**For Loveneet Handa and Associates  
Company Secretaries**



**Loveneet Handa  
Proprietor**

**Cop: 10753, Membership No.: F9055**

**Peer Reviewed Certificate No. 5316/2023**

**UDIN: F009055G004004519**

**Date: 26.02.2026**

**Place: Delhi**

**NOTE:**

**This report is to be read with our letter of event date which is annexed as 'ANNEXURE A' and forms an integral part of this report.**

**“ANNEXURE A”**

**To,  
Members, Pankaj Mahajan (Resolution Professional)  
Arshiya Limited  
(Company Under Corporate Insolvency Resolution Process (Resolution Professional))**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company and the Resolution Professional of the Company in case CIRP, our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management and in terms of Section 17 of the IBC the responsibility lies with Resolution Professional upon commencement of CIRP, the powers of the Board of Directors stand suspended and are vested in the Resolution Professional (RP). Our examination was limited to the verification of procedures on test basis only.
4. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Loveneet Handa and Associates  
Company Secretaries**



**Loveneet Handa  
Proprietor**

**Cop: 10753, Membership No.: F9055**

**Peer Reviewed Certificate No. 5316/2023**

**UDIN: F009055G004004519**

**Date: 26.02.2026**

**Place: Delhi**



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF ARSHIYA LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

**(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Resolution Professional  
ARSHIYA LIMITED (under CIRP)  
CIN: L93000MH1981PLC024747  
Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4,  
At Post - Sai Village, Taluka - Panvel,  
District - Raigad, Pin code - 410 221

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Arshiya Limited ("the Company"), a company listed on BSE Limited and the National Stock Exchange of India Limited, for the financial year ended March 31, 2024, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Members and stakeholders may note that the Corporate Insolvency Resolution Process (CIRP) was initiated against the Company under Section 7 of the Insolvency and Bankruptcy Code, 2016 pursuant to an application filed by Punjab National Bank, being the Financial Creditor, in respect of an alleged default of Rs. 193,24,35,349.59 (Rupees One Hundred Ninety-Three Crore Twenty-Four Lakh Thirty-Five Thousand Three Hundred Forty-Nine and Fifty-Nine Paise). The Company, being the Corporate Guarantor of Arshiya Northern FTWZ Limited, became subject to CIRP after the loan account of the said subsidiary was classified as a Non-Performing Asset (NPA). Accordingly, an application for initiation of CIRP against the Company was filed by the Financial Creditor on August 20, 2019.

The Hon'ble National Company Law Tribunal, Mumbai Bench, vide its order dated April 23, 2024, admitted the said application and appointed Mr. Nitin Vishwanath Panchal (IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-2018/11350) as the Interim Resolution Professional (IRP). Upon such admission, the management and control of the affairs of the Company vested with the IRP, and all powers of the Board of Directors stood suspended in accordance with the provisions of the Code.

Subsequently, an appeal was preferred before the Hon'ble National Company Law Appellate Tribunal, Principal Bench, by a suspended Director of the Company challenging the order of the NCLT. During the proceedings, an interim stay on the constitution of the Committee of Creditors (CoC) was granted; however, upon rejection of the settlement proposals submitted, the Hon'ble NCLAT vacated the interim stay on July 16, 2024, permitting continuation of the CIRP.

The Committee of Creditors was thereafter constituted on July 31, 2024, and in its meeting held on August 08, 2024, the CoC appointed Mr. Pankaj Mahajan (IBBI Registration No. IBBI/IPA-001/IP-P00836/2017-2018/11420) as the Resolution Professional (RP) to conduct the CIRP for the remainder of the process period. The CIRP of the Company continues as on the date of this report under the supervision of the CoC.

This Secretarial Compliance Report is being issued on the present date with a delay, as the commencement and continuation of the CIRP, coupled with the transfer of management to the IRP/RP and the attendant administrative, procedural and operational constraints, resulted in the Secretarial Compliance under Regulation 24A for the financial year ended March 31, 2024 not being completed and submitted within the prescribed period of sixty (60) days from the end of the financial year. The said delay arose due to the commencement of CIRP with effect from 23rd April, 2024.)

Accordingly, the present report is being issued on the basis of such records, documents, explanations and information as were made available to us during the course of the audit, **to the extent feasible under the prevailing circumstances.**

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained and the information provided by the listed entity, its officers, agents and authorized representatives/Resolution Professional during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Loveneet Handa, Proprietor of Loveneet Handa & Associates, Company Secretaries, have limited examined:

all the documents and records made available to us and explanation provided by ARSHIYA LIMITED ("the listed entity"),

the filings/ submissions made by the listed entity to the stock exchanges,

website of the listed entity i.e., <http://www.arshiyalimited.com>

any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of: -

the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review**

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review**

Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review**

Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review**

Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009. **Not Applicable during the period under review**

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the period under review and based on the confirmations received from management of the Company as and wherever required, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	<p><b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	No	<p><i>During the audit for the financial year ended March 31, 2024, it was observed that complete and duly signed copies of the minutes of meetings of the Board of Directors and Committees thereof were not made available for our verification. Further, Certain draft minutes produced before us were not serially numbered and/or not authenticated in accordance with the applicable Secretarial Standards.</i></p> <p><i>Accordingly, based on the records made available to us, we are unable to comment conclusively on the full compliance of the Company with the applicable Secretarial Standards for the period under review.</i></p>
2	<p><b>Adoption and timely updating of the Policies:</b> i. All applicable policies under SEBI regulations are adopted with the approval of board of directors of the listed entities  ii. All the policies are in conformity with SEBI</p>	Yes	<p><i>The Company has adopted various policies as mandated under the applicable provisions of the SEBI (Listing Obligations and Disclosure</i></p>

	Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.		<i>Requirements) Regulations, 2015 and other applicable SEBI regulations, which were originally approved by the Board of Directors prior to the commencement of the Corporate Insolvency Resolution Process (CIRP).</i>
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	No	<ul style="list-style-type: none"> <li>• <i>The Company was maintaining a functional website before the Commencement of CIRP.</i></li> <li>• <i>It was observed that the Company had largely disseminated the requisite documents and information on its website up to the quarter ended December 31, 2023, in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</i></li> <li>• <i>However, certain disclosures and updates pertaining to the quarter and year ended March 31, 2024 were not found to be available / updated on the website as on the date of audit.</i></li> <li>• <i>The aforesaid non-updation was noted in the context that subsequent to the closer of the financial year, the Company was admitted into Corporate Insolvency Resolution Process (CIRP) in April 2024, pursuant to which the management and control of the affairs of the Company underwent transition.</i></li> <li>• <i>Annual Corporate Governance reports under Regulation 27(2) has not filed by the Company for the Financial Year 2023-2024.</i></li> </ul>

4	<p><b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	<p><i>Based on the information and explanations provided by the listed entity and verification of the status of the Directors from the records available on the website of the Ministry of Corporate Affairs, it was observed that none of the Director(s) of the Company were disqualified under Section 164 of the Companies Act, 2013 for the period under review.</i></p> <p><i>It was noted from the draft minutes of the meetings of the Board of Directors that the Directors had placed on record their declarations regarding non-disqualification under Section 164 of the Companies Act, 2013. However, <b>separate copies of such declarations in Form DIR-8 were not made available to us for verification.</b></i></p> <p><i>Accordingly, our verification in this regard has been based on the contents of the Board minutes, the information provided by the listed entity, and the publicly available records of the Ministry of Corporate Affairs.</i></p>
5	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b></p> <p>a. Identification of material subsidiary companies</p>	No	<p><i>During the period under review:</i></p> <p><i>(a) The identification of material subsidiary(ies),</i></p>

	<p>b. Disclosure requirement of material as well as other subsidiaries</p>		<p><i>as defined under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is required to be carried out based on the income or net worth of the subsidiary in comparison with the consolidated income or net worth of the listed entity for the immediately preceding financial year.</i></p> <p><i>However, in view of the ongoing Corporate Insolvency Resolution Process (CIRP) in respect of certain subsidiary company(ies) and non-availability of requisite financial and operational data, the Company was not in a position to prepare consolidated financial information, and consequently, the determination of material subsidiary(ies) could not be carried out during the financial year under review.</i></p> <p><i>(b) Accordingly, disclosures relating to material subsidiary(ies), to the extent applicable, could not be verified / determined, based on the records and information made available to us at the time of audit.</i></p>
6	<p><b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy</p>	No	<p><i>Based on the examination of records and information made available to us, it was observed that the Company</i></p>

	prescribed under SEBI LODR Regulations, 2015.		<p><i>had generally preserved and maintained the statutory and regulatory records in accordance with the applicable SEBI Regulations and its internal policies.</i></p> <p><i>However, certain records and disclosures pertaining to the quarter and year ended March 31, 2024 could not be verified / were not found to be updated, based on the records made available to us at the time of audit.</i></p> <p><i>The aforesaid observation is noted in the context that subsequent to the closure of the financial year, the Company was admitted into Corporate Insolvency Resolution Process (CIRP) in April 2024, pursuant to which the management and control of the affairs of the Company underwent transition.</i></p>
7	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9	<b>Disclosure of events or information:</b>	yes	<i>Based on the examination of records and information</i>

	<p>The listed entity has provided all the required disclosure(s) under regulation 30 along with schedule III of SEBI (LODR) Regulations 2015 within the time limit prescribed thereunder</p>		<p><i>made available to us, it was observed that the listed entity has made the requisite disclosures of events and information under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, within the time limits prescribed thereunder, to both the stock exchanges, namely BSE Limited and National Stock Exchange of India Limited.</i></p> <p><i>It was further noted that Ms. Kiran Shinde resigned from the Company with effect from April 07, 2023, and the said event was duly disclosed by the Company on both BSE and NSE in accordance with the applicable provisions. The Company has also filed Form DIR-12 with the Registrar of Companies in respect of the aforesaid resignation.</i></p>
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10	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	<p><i>Pursuant to Regulation 3(5) and Regulation 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, inter alia, relating to the maintenance of a Structured Digital Database ("SDD") and intimation thereof to the stock exchanges.</i></p> <p><i>It was noted that, as on the date of audit, the Structured Digital Database was not made available to us for</i></p>
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*verification, and accordingly, the entries therein, if any, could not be examined. However, based on the certificates/confirmations submitted by the Company to the stock exchanges up to the quarter ended December 31, 2023, it was stated that the Company was maintaining the Structured Digital Database in accordance with the aforesaid Regulations. No access to the SDD was provided to us for independent verification.*

*It was further observed that the Company had generally closed the trading window during the relevant periods, except that the trading window closure for the fourth quarter and year ended March 31, 2024 could not be verified, in view of the fact that subsequent to the closure of the financial year, the Company was admitted into Corporate Insolvency Resolution Process (CIRP) in April 2024, pursuant to which the management and control of the affairs of the Company underwent transition.*

*Accordingly, our verification with respect to compliance with Regulation 3(5) and Regulation 3(6) has been restricted to the information, explanations and publicly available confirmations made available to us, and we are unable to comment conclusively on the maintenance and*

			<i>completeness of the Structured Digital Database for the period under review.</i>
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.</p>	YES	
12	<p><b>Additional non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	<p><i>Based on the examination of records and information made available to us, <b>no additional non-compliance with the provisions of the SEBI Regulations, circulars or guidance notes was observed for the period under review and up to the quarter ended December 31, 2023.</b></i></p> <p><i>However, in respect of the quarter and year ended <b>March 31, 2024</b>, certain compliances <b>were not complied with / were not undertaken</b>, as the Company was admitted into the <b>Corporate Insolvency Resolution Process (CIRP) on April 23, 2024</b>, immediately after the end of the financial year.</i></p> <p><i>Accordingly, due to the commencement of CIRP and the resulting limitations in access to records and</i></p>

			operational control, certain compliances for the said period could not be complied with, based on the records and information made available to us at the time of audit, <b>as detailed elsewhere in this report.</b>
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**Compliances related to resignation of statutory auditor from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor, before such resignation, has issued the limited review/ audit report for such quarter; or	yes	<p>Pursuant to the provisions of Section 139 of the Companies Act, 2013, a <b>casual vacancy</b> arose in the office of the Statutory Auditor due to the resignation of <b>M/s N. A. Shah Associates LLP, (FRN: 116560W / W100149)</b>, the then Statutory Auditor of the Company.</p> <p>Consequent thereto, the <b>Board of Directors</b>, at its meeting held on <b>August 14, 2023</b>, upon the recommendation of the Audit Committee, approved the appointment of <b>M/s A R T H &amp; Associates, Chartered Accountants (Firm Registration No. 138552W)</b> as the Statutory Auditor of the Company for a term of <b>five (5) consecutive years</b>, commencing from the conclusion of the <b>42nd Annual General Meeting (AGM)</b> till the conclusion of the <b>47th AGM</b>, subject to approval of the shareholders.</p> <p>The shareholders of the Company subsequently approved the said appointment</p>

	<p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter, or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such a financial year as well as the audit report for such financial year.</p>	<p><i>at the 42nd AGM held on September 29, 2023, in respect of the financial year 2022-2023, and accordingly M/s A R T H &amp; Associates, Chartered Accountants were appointed as the Statutory Auditor of the Company for a period of five consecutive years, at such remuneration as may be determined by the Board of Directors from time to time.</i></p> <p><b>Disclosure pursuant to SEBI Circular on Auditor Resignation</b>  <i>With reference to SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India, it is noted that M/s N. A. Shah Associates LLP, (FRN: 116560W / W100149), the outgoing Statutory Auditor, had resigned on forty-five (45<sup>th</sup>) day from the end of the quarter ended June 30, 2023. In accordance with the said circular, the financial results and the Limited Review Report for the quarter ended June 30, 2023, were required to be reviewed and reported upon by the outgoing Statutory Auditor, and accordingly, the same were issued by M/s N. A. Shah Associates LLP, (FRN: 116560W / W100149)</i></p>
2	Other conditions relating to resignation of statutory auditor	

	<p>Reporting concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in	NA	

	Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.		
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\*The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
None										

**Assumptions and Limitation of scope and review: -**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity/Resolution Professional in case of Company undergoing CIRP.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2024.

5. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

**FOR M/S LOVENEET HANDA AND ASSOCIATES  
COMPANY SECRETARIES  
PEER REVIEWED CERTIFICATE NO. 5316/2023**



**FCS LOVENEET HANDA  
COMPANY SECRETARY  
PROPRIETOR  
MEMBERSHIP NO.: 9055  
COP: 10753  
UDIN: F009055G004004541**

**DATE: 26.02.2026  
PLACE: DELHI**

**“Annexure to Annual Secretarial Compliance Report”**

To,  
The Resolution Professional  
ARSHIYA LIMITED (under CIRP)  
CIN: L93000MH1981PLC024747  
Arshiya FTWZ,  
CO-1, Survey Nos. 178/3 & 178/4, At Post - Sai Village, Taluka,  
Panvel, District - Raigad, Pin code - 410 221

Our Certificate on the Annual Secretarial Compliance Report under regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management including board of Directors and Compliance Officer of the Company/Resolution Professional in case of Company undergoing CIRP. Our examination of test check basis was limited to the procedures followed by the company for ensuring compliance with the SEBI regulations. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in the Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2024. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

**FOR M/S LOVENEET HANDA AND ASSOCIATES  
COMPANY SECRETARIES  
PEER REVIEWED CERTIFICATE NO. 5316/2023**



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**INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of Arshiya Limited**

**Report on the Audit of Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2024**

**Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016 ("IBC")**

1. The Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) has admitted the petition filed by financial creditor for initiation of Corporate Insolvency Process ("CIRP") Of Arshiya Limited vide its order No. CP (IB)3143/MB/2019 dated 23<sup>rd</sup> April, 2024 and appointed an Interim Resolution Professional ("IRP") to manage affairs of the company in accordance with the provision of code. As per section 17 of the Code, the powers of Board of Directors of Arshiya Limited are stand suspended and all the powers of Board are now vested with the Interim Resolution Professional. One the suspended director challenged the NCLT order before the Hon'ble National Company Law Appellate Tribunal, Principal Bench New Delhi ("NCLAT"). While the NCLAT initially granted an interim stay on constitution of Committee of Creditors ("CoC") vide its order dated 30<sup>th</sup> April 2024, this stay was later set aside on 16<sup>th</sup> July 2024. The appeal preferred against the NCLT order is currently pending before the NCLAT.

**Disclaimer of Opinion**

2. We were engaged to audit the accompanying Standalone Financial Statements of Arshiya Limited ("the Company") which comprise the Balance Sheet as 31<sup>st</sup> March, 2024, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, the Statement of Changes in equity and a summary of material accounting policies and other explanatory information (hereinafter referred to as "Standalone financial statements").
3. We do not express an opinion on the accompanying Standalone Financial Statements of the company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial results.



**4. Basis for Disclaimer of Opinion****i. With respect to settlement arrangement with lenders**

- a) As detailed in note no. 40 of the Standalone financial statement, upon commencement of CIRP, the company reversed gain of Rs.47,354.82 Lakhs recognised in the earlier year ended on 31<sup>st</sup> March 2022, arising from settlement of debt with various lenders as mentioned in the note.

However, a gain of Rs. 5587.69 Lakhs recognised in the earlier years on account of settlement of debt with one of the Non-Banking Financial Company (NBFC) has not been reversed. Further, the company has not recognised interest including penal interest for the year ended 31<sup>st</sup> March 2024 as per original sanction letter.

The accounting treatment as stated above is not compliance with Ind AS 109 "Financial Instruments" and Ind AS 23 "Borrowing Cost". Had the Company reversed the accounting for the debt settlement, the impact thereon would have been as mentioned above and balance of other equity as on 31<sup>st</sup> March 2024 would have been lower by Rs. 14,824.77 lakhs and the total equity would have been negative by Rs. 49,408.88 lakhs as against reported figure of Rs. 34,584.11 lakhs.

- b) Further, as stated in note no. 40 of Standalone Financial Statements and para 4.1(a) above, balance confirmations of total borrowings including interest accrued (including current maturities of long-term borrowings), have not been received. On account of non-availability of balance confirmations, the difference between the claim by the lenders vis-a-vis the liability as per books cannot be ascertained.
- c) As stated in note no. 40.4 of the Standalone Financial Statements, regarding one of the Non-Banking Financial Companies (NBFCs) that had lent to the Company assigned its debt to Edelweiss Asset Reconstruction Company (EARC). Pending the execution of a restructuring agreement for this debt assignment, the Company has continued to accrue interest on the loan amounting to ₹2,000.00 lakhs for the year ended 31<sup>st</sup> March, 2024, in line with major terms negotiated with EARC for other agreements. In relation to this borrowing, EARC has issued an E-Auction notice on November 15, 2023, under the SARFAESI Act for the recovery of dues. However, the management is of the view that it would be able to successfully negotiate with the lender to whom the debt is assigned and hence, further provision is required in respect of additional interest including penal interest. We are unable to comment on accuracy of recognition of liability and interest provision due to lack of clarification on ongoing negotiations.

Considering the factors stated in para 4(i)(a), 4(i)(b) and 4(i)(c) above, we are unable to obtain sufficient appropriate audit evidence about recognition of adjustment to these borrowings (including interest and penal interest) outstanding as at 31<sup>st</sup> March, 2024 as well as the finance cost for year ended 31<sup>st</sup> March, 2024. Consequently, we are unable to determine the quantum of adjustments and consequential impacts in Standalone Financial Statements of the Company.



**ii. Non-Current Investment & Loans given to wholly owned subsidiary Arshiya Northern FTWZ Limited (ANFTWZ) aggregating to Rs 57,538.95 lakhs**

We draw attention to Note no. 51 to the Standalone Financial Statements, regarding Company's non-current investment in Arshiya Northern FTWZ Limited (ANFTWZ) and its loans amounting to Rs. 44,625.29 lakhs and Rs. 12,913.66 lakhs, respectively. The said wholly owned subsidiary has been incurring losses and its net worth is fully eroded and same is under CIRP. On account of CIRP proceedings the earlier asset monetization plan by way of arrangement with one party for long lease of asset may no longer be valid. Considering the same the recoverability of investment and loans is now dependent upon the outcome of CIRP and resolution plan which is yet to be finalized. The above matters are indicators of impairment and in our view provision for impairment of investment and expected credit loss on loans should have been made. However, as CIRP proceeding is going on, the management had not undertaken specific exercise to ascertain the need and quantum of impairment of investment and credit impairment assessment in respect of loans.

In view of the impairment assessment not conducted by the management and the uncertainty as regards the outcome of the CIRP, we are unable to comment on the recoverability of the said investment and loans aggregating to Rs 57,538.95 lakhs and consequently compliance with Ind AS 36 on Impairment of Assets and Ind AS 109 on Financial Instruments.

**iii. Non-recognition of liability in respect of financial guarantee at fair value in accordance with Ind AS 109 "Financial Instruments"**

We draw attention to the note no. 51 to the Standalone Financial Statements, regarding corporate guarantees given to subsidiary companies with principal debt obligations aggregating to Rs. 122,350.00 lakhs (excluding interest, penal interest etc.). The said companies had defaulted in repayment of dues to lenders and in case of subsidiaries (ANFTWZ and NCR Rail Infrastructure Limited) the lenders had invoked the corporate guarantee given by the Company.

These subsidiaries are under CIRP and the fair value of assets and liabilities of ANFTWZ and NCR Rail Infrastructure Limited are likely to be determined on approval of the resolution plan by NCLT. The company has not carried out a fair valuation of the guarantee in accordance with Ind AS 109 as on 31<sup>st</sup> March 2024 leading to non-compliance with the said Ind AS.

In absence of fair value report of the guarantees given or fair value of assets provided as security by the principal borrower, we are unable to comment on quantum of liability which is expected to devolve on the Company as a corporate guarantor and fair value of liability as required to be accounted in accordance with Ind AS 109.

**iv. Impairment testing of Property, Plant & Equipment (PPE), Investment in Subsidiaries & assessment of Net Realizable Value (NRV) of inventory not carried out by the management**

We draw attention to Note no. 66 with Note No. 46 of the Standalone Financial Statements, regarding Property, Plant and Equipment with gross block aggregating to Rs. 64,911.30 lakhs



(written down value aggregating to Rs. 57,743.07 lakhs), Investment in Subsidiaries of Rs. 1,27,679.57 and inventory of Rs 16,505.97 lakhs as at 31<sup>st</sup> March, 2024. Further, for Investment in NCR Rail Infrastructure Limited, company continues to carry provision of impairment of Rs. 82,873.93 lakhs done during 31<sup>st</sup> March, 2020. Continuing losses and lower capacity utilization are indicators for need to carry out impairment test as required Ind AS 36. However, the management has not complied with this requirement of Ind AS 36 i.e. Impairment test has not been carried out in respect of PPE, Investment in subsidiaries and also has not assessed the net realizable value of the inventory as required by Ind AS 2 on Inventories.

The value in use / NRV is dependent on various factors like completion of CIRP, settlement with lenders and monetization of assets which are uncertain and not fully in control of the management of the Company.

As stated above and in absence of the impairment test/ NRV test it is not possible for us to provide assertion on the carrying value of the property plant and equipment, investment in subsidiaries & inventory as at 31<sup>st</sup> March, 2024 and consequently compliance with Ind AS 36 on Impairment of Assets and Ind AS 2 on Inventories.

**v. Recognition of Revenue pending compliance of performance obligation**

As stated in note no. 64 with respect to outstanding unbilled revenue of Rs. 1,061.30 lakhs, the final computations / workings (including certifications) required for the purpose of billing are in progress. The management is in view that it has satisfied the conditions of the sublease deed for accrual of the revenue and accordingly the said amounts are considered good for recovery. In the absence of non-availability of sufficient appropriate audit evidence with respect to satisfaction of performance obligation, we are unable to comment on the correctness of revenue recognition.

**vi. Restating the Standalone Financial Statement consequent to Scheme of Demerger with Arshiya Rail Infrastructure Limited (name subsequently changed to NCR Rail Infrastructure Limited)**

We refer you to Note No. 1 in the Standalone Financial Statements, which discusses the restatement of financial statement due to reversal of demerger with Arshiya Rail Infrastructure Limited (name subsequently changed to NCR Rail Infrastructure Limited) (NCR Rail). This reversal follows the order issued by the National Company Law Appellate Tribunal (NCLAT) on 14<sup>th</sup> March, 2024, declaring the Scheme of Arrangement between the Company and NCR RAIL as nonest. Based on legal advice, the Company reversed the demerger's impact and restated its financial statements to include the demerged undertaking's financial results and position. This restatement is effective from the original (now void) scheme's appointed date. However, a CIRP commenced for NCR RAIL, the resulting company of the scheme, on 7<sup>th</sup> March, 2024.

This CIRP includes a moratorium under Section 14 of the IBC. This moratorium restricts certain actions, including legal proceedings against NCR RAIL to recover assets or liabilities. Due to the ongoing CIRP and moratorium, we are unable to comment on financial results and financial



position of the demerged undertaking included in the restated financial statements and the opening balances used pursuant to the restatement of the financial statement as significant uncertainties exists regarding the recoverability of the assets and liabilities of demerged undertaking.

Consequently, the completeness and accuracy of the restatement, particularly concerning the demerged undertaking, are subject to the outcome of the CIRP process.

As a result of the matters described in para 4.(i) to 4.(vi) above, considering the facts stated in the note as regards material uncertainty relating to going concern and matters described in Emphasis of Matter paragraph we are unable to obtain sufficient and appropriate audit evidence to provide a basis of our opinion on the Standalone Financial Statement for the year ended March 31, 2024.

Matters listed in para 3.1 (b), 3.1(c), 3.2, 3.3 and 3.4 above, was covered under qualification and which are listed in para 3.5 was covered under emphasis of matters given by the erstwhile statutory auditor in statutory audit report for the year ended 31<sup>st</sup> March 2023.

## **5. Material Uncertainty related to Going Concern**

As stated note no. 45 of the Standalone Financial Statements, the Company has incurred net loss of Rs. 1,17,495.10 Lakhs during the year ended 31<sup>st</sup> March, 2024 and as of that date, the company's current liabilities exceeded by its current assets by Rs. 1,43,369.44 lakhs. The Company is unable to pay it's dues to operational and financial creditors, the Company has defaulted in repayment of dues to lenders and lenders have started recovery proceedings, the Company has given guarantees for loan taken by the subsidiary out of which guarantees are invoked by lenders, some of the lenders have even called back their loans, and classified Company's borrowing as NPA. The Company also received notice under SARFAESI for certain borrowings, to discharge its liabilities failing which they will realize the amount by enforcing securities on secured assets.

However, as mentioned in note no 1, the corporate insolvency petition under IBC has been admitted against the company. Since CIRP is currently in progress, as per the code, it is required that the Company be managed as a going concern during the CIRP. Accordingly, this statement is continued to be prepared on a going concern basis. The ability of the company to continue as a going concern is dependent upon the successful completion of the CIRP.

The matters enumerated in para 4 to 5 collectively are the basis for providing disclaimer of opinion.

In respect of matters listed in para 4(i)(a), 4(i)(c), 4(ii) to 4(iv) above, the erstwhile auditor had given disclaimer of opinion vide their report dated 30<sup>th</sup> May 2023 for the year ended 31<sup>st</sup> March 2023.



**Emphasis of Matters**

- i. Attention is invited to the note no. 39 of the Standalone Financial Statements, regarding advance given to a subsidiary of Rs 5,000.00 lakhs which is subsequently adjusted against the consideration for purchase of land from holding company of the said related party.  
  
The definitive agreements with respect to the same are in the process of being finalised. The said transaction is subject to lenders approvals of the seller and was expected to be completed by December 31, 2023. The fact that a definitive agreement has not yet been finalized by the company.
- ii. We draw attention to note no. 69 of the Standalone Financial Statements, regarding the balance confirmations of trade payables. During the course of preparation of standalone financial statements, emails/letters have been sent to various parties by the Company with a request to confirm their balances directly to us out of which only few parties have responded. The management is confident and is of the view that there will not be any material variation in the said balances.
- iii. We draw attention to note no. 47 of the Standalone Financials Statements, with respect to other non-current assets, refunds aggregating to Rs. 1,876.65 lakhs are receivable in respect of VAT for which appeals are pending with respective Appellate Authorities. The erstwhile management is of the view that the refunds are considered good for recovery on account of refunds being received by other SEZ developers on similar grounds. However, the said appeals have been rejected by the authorities on multiple levels, but since further appeal is preferred before Allahabad High Court, the erstwhile management expects favourable outcome.
- iv. We draw attention to note no. 71 of the Standalone Financial Statements, the Company had trade receivables of ₹13,064.16 lakhs outstanding as on 31st March 2023 from its wholly owned subsidiary, Arshiya Data Centre Private Limited (ADCPL), which are overdue. ADCPL operates within the IT SEZ at Arshiya FTWZ, Panvel, Maharashtra. Due to certain challenges, ADCPL's management has decided to cease its pursuit of the proposed Data Centre Business and exit the SEZ Scheme as a co-developer. Accordingly, ADCPL has applied for the necessary regulatory approvals to exit the SEZ Scheme. In view of the same the company has decided to cancel the lease transaction and repossess the land given to ADCPL on lease and necessary accounting treatment has been given in the books.
- v. We refer to Note no. 72 of the Standalone Financial Statements. The subsidiary company, Arshiya Lifestyle Limited (the lessee), entered into a sub-lease agreement on 3rd February, 2018, with Ascendas Panvel FTWZ Private Ltd (the lessor), the Company, and promoters Mr. Ajay S. Mittal and Mrs. Archana A. Mittal. According to the sub-lease agreement, if the promoter's holding in the Company falls below 40% during the lease term, it will be deemed an event of default. Since the promoter's holding has indeed dropped below 40%, the lessor has forfeited a portion of the security deposit amounting to Rs. 3,250.00 lakh from the subsidiary company. Consequently, the subsidiary company is not obligated to repay this amount to the Company, leading to a write-off of the equivalent loan amount for the year ended 31st March, 2024. Despite ongoing non-compliance, the Company has not received



any further notices regarding the forfeiture of additional security deposits from the subsidiary. Therefore, the remaining loan amount to the subsidiary is deemed recoverable based on underlying confirmation by management.

- vi. We draw attention to Note no. 73 of the Standalone Financial Statement, with respect the erstwhile directors and promoters of the Company, Mr. Ajay S Mittal and Mrs. Archana A Mittal were taken into custody by the Directorate of Enforcement, New Delhi in respect of personal loans availed from the father / brother of Mrs. Archana Mittal during FY 2012-13, 2013-14 and 2014-15. Part of the said personal loans were also repaid by Mr. Ajay S Mittal and Mrs. Archana A Mittal. This action taken against Mr. Ajay S Mittal and Mrs. Archana A Mittal is not connected with the Company, and both of them are defending the allegations made against them by following due process of law. Mrs. Archana A Mittal and Mr. Ajay S Mittal has been released on bail on 14th February, 2024 and 19th July, 2024 by the Competent Court.
- vii. Employees Defined Benefit Plan- Gratuity is not funded by the Company. Assets are not set aside by company for the same.
- viii. The Company Secretary and compliance officer of the Company has resigned on 1<sup>st</sup> August, 2024 from his designation.

Our conclusion is not modified in respect of the above matters.

Matter listed in para (i) to (iii) were also covered as a part of basis of emphasis of matters in the statutory audit report of the erstwhile auditor dated May 30, 2023 for the year ended March 31, 2023.

#### **Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) has admitted the petition filed by financial creditor for initiation of Corporate Insolvency Process ("CIRP") Of **Arshiya Limited** Vide its order No. CP(IB)3143/MB/2019 dated 23<sup>rd</sup> April, 2024 and appointed an Interim Resolution Professional ("IRP") to manage affairs of the company in accordance with the provision of code. As per section 17 of the Code, the powers of Board of Directors of **Arshiya Limited** are stand suspended and all the powers of Board are now vested with the Interim Resolution Professional.

The Company's Board of Directors / IRP is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments



and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material Misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, Resolution Professional /management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Under section 20 of the code, it is incumbent upon Resolution Professional to manage the operations of the company as going concern upon initiation of CIRP and the financial statement which have been prepared on going concern basis have been considered by Resolution Professional accordingly.

The Board of directors / IRP are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our responsibility is to conduct an audit of the Company's Standalone Financial Statements in accordance with Standards on Auditing (SAs) specified under section 143(10) of the Act and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### **Other Matters**

The figures for the year ended 31<sup>st</sup> March, 2023 are based on the previous Annual Standalone Financial Statement that were audited by the erstwhile auditors whose report dated 30<sup>th</sup> May, 2023, expressed disclaimer of opinion.

Our opinion is not modified with respect to the above matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.



2. As required by Section 143(3) of the Act, we report that:

- (a) As described in the Basis for Disclaimer of Opinion paragraph, we sought but were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph, we are unable to state whether proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- (c) Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph, we are unable to state whether the balance sheet, statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cashflow dealt with by this report are in agreement with the books of account.
- (d) Due to the possible effects of the matter described in the Basis of Disclaimer of opinion paragraph, we are unable to state whether the aforesaid Standalone Financial Statements comply with the Accounting Standards under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) The matters described in paragraphs above under the Basis for Disclaimer of Opinion para, Material Uncertainty Related to Going Concern and Emphasis of Matter, in our opinion, would have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on 31st March, 2024, none of the directors are disqualified as on 31st March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.
- (g) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses disclaimer of opinion on the Company's internal financial control with reference to Standalone Financial Statements for the reasons stated therein.
- (h) The reservation relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Disclaimer of Opinion paragraph above.
- (i) In our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid by the Company to its directors during the year, hence the provisions of Section 197 of the Act are not applicable.
- (j) With respect to other Matters to be include in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:



- i. The Company has disclosed the pending litigations and disputes on its financial position in notes 67, 68, 70 and 73 to the Standalone financial statements. Further as per the note no. 38 the Company is a party to various litigation proceeding in normal course of business. The Company does not expect the outcome of these proceedings to have any adverse effect on its financial conditions, result of the operations or cash flow. For the reason stated in Basis of Disclaimer of Opinion section, we are unable to comment whether the company has correctly disclosed the impact of pending litigations on its financial position in the Standalone Financial Statement in accordance with generally accepted accounting practice.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The management has represented to us that.
  - a. to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entitles ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee security or the like on behalf of the Ultimate Beneficiaries:
  - b. to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- v. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (I) and (II) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
- vi. The Company has not declared or paid dividend during the year. Hence, our comments on compliance with Section 123 of the Companies Act, 2013 does not arise.



- vii. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For ARTHA & Associates.**

Chartered Accountants  
Firm Reg. No: 138552W



Ankit P. Sanghavi  
Partner  
Membership Number: 131353  
UDIN: 24131353 BKHKED8961  
Place: Mumbai  
Date : 27-09-2024

**"Annexure A"****To the Independent Auditors' Report of even date on the Standalone Financial Statements of Arshiya Limited****(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- i. In respect of its Property, plant and Equipment and intangible Assets:-
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of the property, plant and equipment including right-of-use (ROU) assets on the basis of available information except in respect of furniture and fixture, office equipment and computers in respect of which quantitative details and locations are in the process of being updated.
- (B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
- (b) The Company has not physically verified the property, plant and equipment at during the year under audit. In the absence of physical verification during the year, we are unable to comment on the material discrepancies under clause (i) (b) of paragraph 3 of the order.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deed of immovable property amounting to Rs. 37,256.62 Lakhs (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) is held in the name of the Company has not been verified by us since the original documents are deposited with security trustee of lenders against credit facility granted by them. The confirmation from the security trustee as regards original documents lying with them have not been received. We have verified extracts digital satbara downloaded from the government website and provided to us by the company.
- (d) According to information and explanations given to us books of accounts and records examined by us, Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and representation given to us by the management, no proceeding have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.



- ii.
- (a) The Company is engaged in the business and development of Free Trade and Warehousing Zone (FTWZ), the Company has inventory amounting to Rs. 16,505.97 Lakhs represented by freehold land for the business purpose. As explained to us, the Company has not physically verified the freehold land, and hence, we are unable to comment on the material discrepancies and reasonableness on frequency of physical verification as required under clause (ii) (a) of paragraph 3 of the order.
- (b) As per the information and explanations given to us and books of accounts and records examined by us, no working capital limits have been sanctioned from banks or financial institutions on the basis of security of current assets. Therefore clause (ii) (b) of Paragraph 3 of the order is not applicable to the Company.
- iii. With respect to investment made in or any guarantee or security provided or any loans or advance in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:
- (a) As per the information and explanation given to us and books of accounts and records examined by us, during the year the Company has not provided advances in the nature of loans, or not stood guarantee, or not provided security to any other entity except for the following:-

(Rs. in Lakhs)

Particulars	Guarantees	Loans
Aggregate amount / provided during the year		
- Subsidiaries	-	3,101.95
- Other (includes erstwhile subsidiaries)	-	-
Balance outstanding as at balance sheet date in respect of above cases		
- Subsidiaries	113,266.97	31,990.02
- Others (includes erstwhile subsidiary)	18,500	-

- (b) In our opinion and according to information and explanations given to us and on the basis of our audit procedures, the investments made in earlier years, guarantee provided to subsidiaries and erstwhile subsidiaries in earlier years, security given and the terms and conditions of all loans and advances in the nature of loans and guarantee provided are, prima facie, not prejudicial to Company's Interest



- (c) According to the books of accounts and records examined by us in respect of the loans and advances in the nature of loans given to subsidiaries and erstwhile subsidiary, schedule of repayment of principal and interest has been stipulated (bullet repayment at year-end). The repayments or receipts of these loans and interest thereon as applicable are not regular. Loans given to subsidiaries are interest free.
- (d) According to the books of accounts and records examined by us in respect of the loans, there is no amount overdue for more than ninety days as on 31 March, 2024, as the repayment dates have been extended /renewed by the management. Refer point (e) below.
- (e) In our opinion and according to information and explanations given and the books of accounts and records examined by us, loans granted which have fallen due during the year have been renewed and/or extended. Further, no fresh loans have been granted to settle the overdue of existing loans given to the same parties.

Particulars	Aggregate amount of over dues of existing loans renewed or extended (Rs. In Lakhs)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Subsidiaries (Balance As on 31.03.2024)	31,866.37	100%

\*Loan granted to subsidiaries outstanding as on March 31, 2023 fallen due during the year has been renewed by company on April 1, 2023.

- (f) In our opinion and according to Information and explanation given and records examined by us, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment
- iv. In our opinion and according to the information and explanations provided to us, provisions of section 185 and 186 of the Companies Act 2013, in respect of loans, investments, guarantees and security, as applicable, have been complied with. Further, the provisions of section 186 [except for sub-section (1)] of the Act are not applicable to the Company as it is engaged in the business of providing infrastructural facilities.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions



of the Act and the rules framed there under. Therefore, the clause (V) of paragraph 3 of the Order is not applicable to the Company.

- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of services rendered. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the records of the company and information and explanations given to us, the Company is not regular, in depositing undisputed statutory dues, including Goods and Services Tax, provident fund, employees' state insurance, Income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues in the appropriate authorities, as applicable, during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2024 for a period of more than six months from the date they become payable except at mentioned below:

Name of the statute	Nature of the dues	Amount (Rs. in lakhs)	Period to which the amount relates	Due date	Date of payment
Income Tax Act 1961	Tax	91.02	Current and previous financial years	Various due dates of current and previous financial years	Not paid yet
	Interest on statutory dues	644.83			

- (a) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute except as mentioned below:-

Name of the statute	Nature of Dues	Amount Disputed (Net of TDS and Advance tax Paid)	Period to which Dispute Relates	Forum where Dispute is Pending
Income Tax Act, 1961	Income Tax	8,444.43	Assessment years 2009-2010 to 2016-2017	Income Tax Appellate Tribunal & Bombay High Court



Service Tax Act, 1994	Service Tax	62.68	Financial Year 2013-2014	Central Excise and Service Tax Appellate Tribunal (CESTAT)
Local Body Tax	Property Tax	875.49	Financial Years 2012-13 to 2022-23	Bombay High Court
	<b>Total</b>	<b>9,382.60</b>		

viii. According to the information and explanations given to us and representation given to us by the management, the Company has not surrendered or disclosed any transaction previously unrecorded in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year. Accordingly, the provision of clause 3(viii) of the order is not applicable to the Company.

ix.

(a) In our opinion and according to the information and explanation given and books of accounts and records examined by us, the Company has defaulted in repayment of loans, other borrowings and in the payment of interest thereon to following lenders:

Defaults in respect of bank and financial institutions are as under:

Nature of borrowing	Name of Lenders	Amount not paid on due date (Rs. in Lakh)	Whether principal or Interest	No. of days or unpaid (in days)
Secured Loan-Others	Edelweiss Asset Reconstruction Company Limited-SC 162	2650.00	Principal	2,101 days
		2691.00	Interest	Upto 2,101 days
Secured Loan-Others	IDFC First Bank Limited	3674.30	Principal	1460 days
		4744.18	Interest	Upto 1460 days
	Axis Bank	971.41	Principal	640 days
		1522.40	Interest	Upto 640 days
Short term priority Loans	Edelweiss Asset Reconstruction Company Limited	3722.18	Principal	2,101 days
		2223.43	Interest	Upto 2,101 days
Secured Loan	SREI Equipment Finance Ltd	200.00	Principal	584 days
		408.05	Interest	Upto 584 days
Secured Loan - Others	Edelweiss Asset Reconstruction Company Limited various trust	60,077.05	Principal	882 days
		34,696.13	Interest	Upto 882 days
		1750.68	Interest	Upto 1774 days



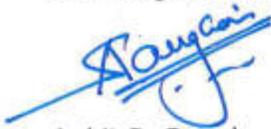
- \* the figures reported does not include loans where restructuring terms were not finalized amounting to Rs 4,100.00 lakhs (excluding interest outstanding of Rs 4,957.58 lakhs) refer note no. 21.2(3) & (5) and 41 of the financial statements.
- (b) In our opinion, and according to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion, and according to the information and explanations given and records examined by us, the Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that, prima facie, Rs. 2,203.15 lakh raised on short term basis have been used during the year for long-term purpose by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associates or joint ventures.
- (f) According to the information and explanation given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries. The Company does not have any joint ventures or associate companies.
- x.
- (a) The Company has not raised money by way of initial public offer or further public offer during the year (including debt instruments) and hence clause (x)(a) of paragraph 3 of the order is not applicable to the Company.
- (b) In our opinion and according to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under audit.
- xi.
- (a) Based on the audit procedure performed for the purpose of reporting the true and fair view of the financial statements and as per information's given to us, no fraud by the Company or on the Company has been noticed or reported during the year.



- (b) According to the information and explanation given to us. No report under sub-section 12 of section 143 of the Act has been filed by us or by any other auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle-blower companies received by the Company during the year.
- xii. In our opinion, Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Relate Party Disclosure specified in the Companies (Indian Accounting Standalone) Rules, 2015 (as amended) under Section 133 of the Act.
- xiv. In our opinion, and according to the information and explanations given to us, the internal audit system needs to be strengthened to make it commensurate with the size and nature of its business. We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. According to the information and explanation provided by the management, the Company has not entered into any non-cash transaction with directors or persons connected with him as Section 192 of the Act.
- xvi.
- (a) To the best knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) In our opinion, and according to the information and explanation provided to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per Reserve Bank of India Act, 1934.
- (c) In our opinion and according to the information and explanation provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) In our opinion, and according to the information and explanations provided to us, the Group has does not have any Core Investment Company (CIC).



- xvii. According to the information and explanations given to us, the Company has incurred cash losses in the financial year amounting to Rs. 30,048.21 Lakhs. During the immediately preceding financial year the Company incurred cash losses of Rs.104,260.01 Lakhs as adjusted for the effect of qualification given by erstwhile auditor is quantified.
- xviii. There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting and the various factors specified under paragraph "Material uncertainly related to Going Concern" read with "Disclaimer of Opinion" as reported in our audit report above, which indicates and cause us to believe that material uncertainly exists that may cast significant doubt about its ability to continue as a going concern and its capability of meeting all of its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. The management as a developer of the business is confident that monetization will happen periodically and staggered but significant payments will be received to streamline the cash flows. The said assumption of going concern is dependent upon the Company's ability to monetize its assets in timely manner, successful negotiation with its lenders for settlement of debt obligations and its ability to generate cashflows to meet its obligations.
- xx. According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

**For ARTHA & Associates.**Chartered Accountants  
Firm Reg. No: 138552WAnkit P. Sanghavi  
PartnerMembership Number: 131353  
UDIN: 24131953BKHKKEE8961  
Place: Mumbai  
Date : 27-09-2024

**"Annexure B"****To the Independent Auditors' Report of even date on the Standalone Financial Statements of Arshiya Limited****(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)****Disclaimer of opinion**

We were engaged to audit the internal financial controls over financial reporting of Arshiya Limited ("the Company") as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph above, we are unable to obtain sufficient and appropriate evidence to provide a basis for our opinion on whether the Company has adequate internal financial control over financial reporting with reference to these Standalone Financial Statements as at 31<sup>st</sup> March, 2024. We have considered this matter while issuing disclaimer of opinion report.

The erstwhile statutory auditors had given Disclaimer of opinion in their statutory audit report dated 30<sup>th</sup> May, 2023 for the year ended 31<sup>st</sup> March, 2023.

**Basis for Disclaimer of opinion**

Due to the possible effects of the various matters described in the Basis for Disclaimer of opinion paragraph in our main audit report, Emphasis of Matters and matters specified in CARO for physical verification of fixed assets, inventory, internal audit, we are unable to comment on the effectiveness of the internal financial controls over financial reporting with reference to these Standalone Financial Statements as at 31<sup>st</sup> March, 2024 and whether such internal financial controls were operating effectively. Accordingly, we do not express an opinion on the internal financial controls over financial reporting with reference to the Standalone Financial Statements of the Company.

**Management's Responsibility for Internal Financial Controls**

The Company's management/ Resolution Professional is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for



ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standard on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Because of the matters described in Basis for Disclaimer of opinion paragraph below, we were not able to obtain sufficient appropriate evidence to provide basis for an audit opinion on internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of erstwhile management and suspended directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effects on the Ind AS financial statements.



**Inherent Limitation of Internal Financial Controls Over Financial Reporting**

Because of the inherent Limitations of internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures.

**For A R T H A & Associates.**

Chartered Accountants  
Firm Reg. No: 138552W



Ankit P. Sanghavi  
Partner

Membership Number: 131353  
UDIN: 24131353BKMKEE8961  
Place: Mumbai  
Date: 27-09-2024



(Rs. In Lakh)

Particulars	Notes	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
(a) Property, Plant and Equipment	5 (a)	57,743.07	58,360.02	68,990.95
(b) Right of Use Assets	5 (b)	412.40	462.23	612.56
(c) Intangible Assets	6	12.98	30.12	91.65
(d) Financial Assets				
(i) Investments	7	45,303.49	45,422.95	50,906.36
(ii) Loans	8	680.02	606.98	4,380.56
(iii) Other Financial Assets	9	44.70	51.07	96.09
(e) Other Non-Current Assets	10	5,065.66	5,037.52	2,087.09
		<b>1,09,262.32</b>	<b>1,09,970.89</b>	<b>1,27,165.26</b>
<b>Current assets</b>				
(a) Inventories	11	16,505.97	12,537.34	12,537.34
(b) Financial Assets				
(i) Trade Receivables	12	24.22	13,064.16	13,555.59
(ii) Cash and Cash Equivalents	13	11.67	8.80	20.29
(iii) Bank Balances Other than (i) above	14	25.03	23.03	15.03
(iv) Loans	15	16,936.49	22,353.70	22,461.36
(v) Other Financial Assets	16	12,302.33	13,611.28	4,709.53
(c) Other Current Assets	17	197.76	204.69	181.13
		<b>46,003.47</b>	<b>61,803.00</b>	<b>83,480.27</b>
(d) Assets held for sale	18	-	5.00	5.00
<b>Total Assets</b>		<b>1,55,265.79</b>	<b>1,71,778.89</b>	<b>1,80,650.53</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital	19	5,269.52	5,269.52	5,245.52
(b) Other Equity	20	(39,853.63)	77,602.19	95,642.99
		<b>(34,584.11)</b>	<b>82,871.71</b>	<b>1,00,888.51</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	21	-	-	18,382.88
(ii) Lease Liabilities	22	352.56	398.11	496.70
(iii) Other Financial Liabilities	23	56.73	88.01	168.29
(b) Provisions	24	67.70	72.44	81.57
		<b>476.99</b>	<b>558.56</b>	<b>19,129.44</b>
<b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	25	81,648.61	60,028.84	41,460.66
(ii) Trade Payables	26			
Total Outstanding Dues of Micro and Small Enterprises		260.09	237.74	269.95
Total Outstanding Dues of Creditors Other than Micro and Small		1,006.54	972.55	1,099.03
(iii) Lease Liabilities	27	139.88	144.90	165.91
(iv) Other Financial Liabilities	28	1,05,485.07	23,865.78	12,595.04
(b) Other Current Liabilities	29	810.14	3,092.77	5,035.17
(c) Provisions	30	22.58	6.04	6.62
		<b>1,89,372.91</b>	<b>88,348.62</b>	<b>60,632.58</b>
<b>Total Equity and Liabilities</b>		<b>1,55,265.79</b>	<b>1,71,778.89</b>	<b>1,80,650.53</b>

Notes to the financial statements

1 to 76

As per our report of even date

For **ARTHA & Associates**  
Chartered Accountants  
Firm Registration Number : 138552W

For and on behalf of the Board of Directors (Power Suspended) of  
Arshiya Limited

  
Ankit P. Sanghavi  
Partner  
Membership Number: 131353

  
Ajay S Mittal  
Chairman and Managing Director  
DIN: 00226355

  
Dinesh Kumar Sodani  
Chief Financial Officer

Taken on record

Place: Mumbai  
Date: 27-09



  
Nitin Vishwanath Panchal  
Interim Resolution Professional  
IBBI Registration No. IBBI/PA-001/IP-P00777/2017-18/11350



Arshiya Limited  
CIN: L93000MH1981PLC024747  
Standalone Statement of Profit and Loss for the year ended 31st March, 2024

(Rs. in Lakh)

Particulars	Notes	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>INCOME</b>			
Revenue from operations	31	1,376.65	2,619.48
Other income	32	483.55	1,421.37
<b>Total Income (I)</b>		<b>1,860.20</b>	<b>4,040.85</b>
<b>EXPENSES</b>			
Employee benefits expenses	33	1,248.48	1,273.27
Finance costs	34	30,027.17	11,434.00
Depreciation and amortization expenses	35	778.78	836.62
Impairment of deemed investment in subsidiaries	51(d)	124.46	5,483.40
Other expenses	38	4,857.00	3,264.54
<b>Total Expenses (II)</b>		<b>37,035.89</b>	<b>22,291.83</b>
<b>(Loss) before exceptional items and tax (I-II)</b>		<b>(35,175.69)</b>	<b>(18,250.98)</b>
Exceptional items (net)	37	(82,319.41)	-
<b>(Loss) / Profit before tax</b>		<b>(1,17,495.10)</b>	<b>(18,250.98)</b>
<b>Tax expense:</b>	55		
Current tax		-	-
Deferred tax		-	-
<b>(Loss) / Profit for the year</b>		<b>(1,17,495.10)</b>	<b>(18,250.98)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Item not to be reclassified to profit and loss:</b>			
Remeasurement of gains/(losses) on defined benefit plans		1.68	4.44
<b>Other Comprehensive income for the year</b>		<b>1.68</b>	<b>4.44</b>
<b>Total Comprehensive income for the year</b>		<b>(1,17,493.42)</b>	<b>(18,246.54)</b>
Earning per equity share (face value of Rs. 2 each)	54		
Basic (in Rs.)		(44.59)	(6.95)
Diluted (in Rs.)		(44.59)	(6.91)

Notes to the financial statements

1 to 76

As per our report of even date

For ARTHA & Associates  
Chartered Accountants  
Firm Registration Number : 138552W

Ankit P. Sanghavi  
Partner  
Membership Number: 131353

Place: Mumbai  
Date: 27-03-2024



For and on behalf of the Board of Directors (Power Suspended) of  
Arshiya Limited

Ajay S Mittal  
Chairman and Managing Director  
DIN: 00226355

Nitin Vishwanath Panchal  
Interim Resolution Professional  
IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-18/11350

Dinesh Kumar Sodani  
Chief Financial Officer



**Arshiya Limited**  
 CIN: L93000MH1981PLC024747  
 Standalone Statement of changes in Equity for the year ended 31st March, 2024

A. Equity Share Capital (Refer Note No. 19)

Particulars	Rs. in Lakh
Equity Shares of Rs. 2 each issued, subscribed and paid up	
As at 1st April, 2022	5,245.52
Issue of Equity Shares	24.00
As at 31st March, 2023	5,269.52
Issue of Equity Shares	-
As at 31st March, 2024	5,269.52

B. Other Equity (Refer Note No. 20)

Particulars	Other Reserves	Reserve and Surplus				Total
		Amalgamation Reserve	Securities Premium Account	Employee Stock Options Reserve	General Reserve	
Balances as on 1st April, 2022	124.80		2,38,409.15	347.66	940.18	95,642.99
Profit for the year	-	-	-	-	-	(18,250.98)
Other comprehensive income	-	-	-	-	4.44	4.44
<b>Total comprehensive income for the year</b>	-	-	-	-	-	<b>(18,246.54)</b>
Share based payment (Refer Note No. 53)	-	-	-	205.72	-	205.72
Balances as at 31st March, 2023	124.80		2,38,771.31	191.22	940.18	77,602.19
(Loss) for the year	-	-	-	-	-	(1,17,495.10)
Other comprehensive income	-	-	-	-	-	1.68
<b>Total comprehensive income for the year</b>	-	-	-	-	-	<b>(1,17,493.42)</b>
Share based payment ( Refer Note No. 53 ) On issue of equity shares	-	-	-	37.62	-	37.62
Balances as at 31st March, 2024	124.80		2,38,771.31	228.84	940.18	(39,853.63)

1 to 76

Notes to the financial statements  
 As per our report of even date

For A R T H A & Associates  
 Chartered Accountants  
 Firm Registration Number : 138552W

*Ankit P. Sanghavi*  
 Partner  
 Membership Number: 131353



For and on behalf of the Board of Directors (Power Suspended) of  
 Arshiya Limited

*Ajay S Mittal*  
 Chairman and Managing Director  
 DIN: 00228355

*D. Sodani*  
 Dinesh Kumar Sodani  
 Chief Financial Officer



Taken on record  
*Nitin Vishwanath Panchal*  
 Nitin Vishwanath Panchal  
 Interim Resolution Professional  
 IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-18/11350

Place: Mumbai  
 Date: 27-09-2024

**Arshiya Limited**  
**CIN: L93000MH1981PLC024747**  
**Standalone Cash Flow Statement for the year ended 31st March, 2024**

(Rs. In Lakh)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>Cash flow from operating activities</b>		
(Loss) / Profit before tax	(1,17,495.10)	(18,250.98)
<b>Adjustments for</b>		
Sundry balances written off/ back (net)	(48.23)	(263.72)
Cancellation for lease deed (net)	9,099.36	-
Discarding/written off of Property, plant and equipment	1.18	-
Fair value adjustment in respect of capital advances	522.57	1,442.58
Profit on disposal of Property, plant and equipment (net)	-	(454.59)
Bad debts	336.63	597.33
Provision for doubtful debts/Expected credit loss	162.09	292.06
Settlement of claims	150.00	-
Reversal of gain recognised on settlement of debts (net)	73,070.05	-
Depreciation and amortization expense	778.78	836.62
Finance costs	30,027.17	11,434.00
Unwinding interest income on loan to subsidiaries	(346.65)	(357.15)
Interest income on fixed deposits	(0.43)	-
Interest income on others	-	(174.19)
Interest income on tax refund	-	(1.23)
Financial guarantees income	(80.78)	(123.65)
Financial assets carried at amortised cost	(3.56)	(3.17)
Impairment of deemed investment in subsidiaries	124.46	5,483.40
Provision for impairment of loan to subsidiary written back	3,250.00	-
Share based payment	37.62	26.35
Foreign exchange difference (net)	(0.20)	(32.41)
<b>Operating profit before working capital changes</b>	<b>(415.04)</b>	<b>451.25</b>
<b>Adjustments for</b>		
Decrease in financial and other assets	802.81	925.11
(Decrease) in financial and other liabilities	(2,096.43)	(518.46)
<b>Cash generated from operations</b>	<b>(1,708.66)</b>	<b>857.90</b>
Direct taxes paid (net of refunds)	(26.72)	95.65
<b>Net cash flow from operating activities</b>	<b>(A) (1,735.38)</b>	<b>953.55</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipments	-	(1.55)
Proceeds from sale of property, plant and equipment	-	162.30
Capital advance	(512.57)	(4,487.43)
Loans received back (given) to subsidiaries & related party (net)	2,440.82	4,298.18
Interest income on fixed deposits	0.43	-
<b>Net cash flow from investing activities</b>	<b>(B) 1,928.68</b>	<b>(28.50)</b>
<b>Cash flow from financing activities</b>		
Issue of Equity shares	-	24.00
Repayment of non-current borrowings	(2.36)	(502.76)
Short-term borrowings (Net)	31.08	592.74
Lease liability paid	(218.67)	(197.69)
Interest paid	(0.48)	(852.83)
<b>Net cash flow from financing activities</b>	<b>(C) (190.43)</b>	<b>(936.54)</b>
<b>Net increase/(Decrease) in cash and cash equivalents (A+B+C)</b>	<b>2.87</b>	<b>(11.49)</b>
Cash and cash equivalents at the beginning of the year	8.80	20.29
Cash and cash equivalents at the end of the year (Refer Note No.13)	11.67	8.80



**Arshiya Limited**

CIN: L93000MH1981PLC024747

**Standalone Cash Flow Statement for the year ended 31st March, 2024**

Cash flow notes:

## 1 Change in liabilities arises from financing activities

(Rs. in Lakh)

Particulars	Year Ended	Year Ended
	31st March, 2024	31st March, 2023
As at 1st April	80,028.84	59,843.54
Add: Transaction cost on long term borrowings	24.00	95.32
Add/(Less): Non cash items	21,567.05	-
Add/(Less): Cash flow (net)	28.72	89.98
As at 31st March	81,648.61	60,028.84

## 2 Gross movement of borrowings:

(Rs. in Lakh)

Particulars	Year Ended	Year Ended
	31st March, 2024	31st March, 2023
Short term borrowing		
Amount received during the year	352.74	1,104.95
Less: Amount repaid during the year	(321.66)	(512.21)
Net	31.08	592.74

3 Bracket indicates cash outflow.

4 The above cash flow statement has been prepared under the "Indirect Method" as set out in IND AS 7 on Statement of Cash Flow.

Notes to the financial statements

1 to 76

As per our report of even date

For A R T H A &amp; Associates

Chartered Accountants

Firm Registration Number: 138552W

Ankit P. Sanghavi  
Partner  
Membership Number: 131353

Place: Mumbai  
Date: 27-09-2024



For and on behalf of the Board of Directors (Power Suspended) of Arshiya Limited

Ajay S Mittal  
Chairman and Managing Director  
DIN: 00226355

Dinesh Kumar Sodani  
Chief Financial Officer

Taken on record

Nitin Vishwanath Panchal  
Interim Resolution Professional  
IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-18/11350



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

#### 1 Corporate Information

Arshiya Limited (the Company) (CIN : L93000MH1981PLC024747) is a unified supply chain and integrated logistics infrastructure solution provider and is engaged in the business as developer of Free Trade and Warehousing Zone (FTWZ) and additional sector i.e. electronic hardware and software (including IT / ITES) alongwith development, operations and maintenance of FTWZ. The Company is a public company in India and is incorporated on 3rd July, 1981 under the provisions of the Companies Act applicable in India. The registered office of the company is located at Arshiya FTWZ, CO-1, Survey Nos. 178/3 & 178/4, Sai Village, Panvel, Raigad, Maharashtra - 410221.

The Company is developer at FTWZ, Panvel, Maharashtra. FTWZ's are developed under the provisions of Special Economic Zone Act, 2005 and the Special Economic Zone Rules, 2006.

The Company's equity shares are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) of India.

The Company is undergoing Corporate Insolvency Resolution Process (CIRP) pursuant to the NCLT order dated 23rd April, 2024, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, in C.P. (IB) No.3143/MB/2019 filed by Punjab National Bank (PNB), under Section 7 of the Insolvency and Bankruptcy Code, 2016. The Company provided Corporate guarantee to PNB for loan availed by a subsidiary i.e. Arshiya Northern FTWZ Limited. Pursuant the commencement of the CIRP, the Powers of Board and its committee has been suspended and these powers are now vested with IP Nitin Vishwanath Panchal in the capacity as the Interim Resolution Professional as per the Section 17 of the Code.

The Standalone Financial Statements of the Company for the year ended 31st March, 2024 were considered by Interim Resolution Professional (RP) of the Company. As per the provisions of Section 134 of Companies Act, 2013 financial statement should be signed by the either chairperson of the company or by any two directors of the company, one of which should be a managing director. The Financial statements have been prepared by suspended management of the Company and these financial statements have been taken on record by the Interim Resolution Professional.

#### Restatement of Financial Statement

During the year ended 31st March 2022, Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') has approved the Scheme of Arrangement ('Scheme') vide its order dated 21st January 2022 ('Order'). Assets and liabilities pertaining to domestic business has been demerged from the Company into the Resulting company i.e. Arshiya Rail Infrastructure Limited (name subsequently changed to NCR Rail Infrastructure Limited). Post NCLT Order, one of the lenders has filed an appeal against the said Order before the Hon'ble National Company Law Appellate Tribunal ('NCLAT / Appellate Tribunal'), Delhi. The Appellate Tribunal by its order dated 4th March 2022, ordered to maintain 'status quo' in the matter. The Company has filed an application seeking vacation of the ad-interim stay order dated 4th March 2022 praying the Appellate Tribunal to allow the Company to complete the formalities such as allotment and listing of the shares of the Resulting Company.

On 7th March, 2024, the Hon'ble NCLT has admitted the applications for commencement of CIRP against the Resulting Company and appointed Interim Resolution Professional (IRP). Since the Resulting company is slipped into CIRP, in view of said development the NCLAT has passed order on dated 14th March, 2024 that the scheme of Demerger has become nonest. Accordingly, the financial statements of the Company for the period from 1st April, 2022 upto 31st March 2023 have been restated and reversed all accounting treatment given at the time approved Scheme by the NCLT. (Refer Note no. 46)

#### 2 Basis of preparation of financial statements

##### 2.1 Statement of compliance

The financial statements (on standalone basis) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

##### 2.2 Basis of measurement

The financial statements are prepared on a historical cost convention basis, except for certain financial assets and liabilities which are measured at fair value / amortized cost.

Refer Note No. 45 with regard to preparation financial statements on going concern basis.

##### 2.3 Functional currency

The financial statements are presented in Indian Rupees (Rs.), which is the Company's functional and presentation currency and all values are rounded to the nearest lakh as per the requirement of schedule III of the Act, unless when otherwise indicated.

#### 3 Material Accounting Policies

##### 3.1 Property, Plant and Equipment



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## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these, will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred.

Depreciation on the property, plant and equipment is provided using straight line method over the useful life of assets as specified in schedule II to the Companies Act, 2013. Leasehold improvements are amortised over the period of lease or useful life, whichever is earlier. Depreciation on property, plant and equipment which are added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / deletion. Freehold land is not depreciated and under the previous GAAP land was revalued. The revalued amount was subsequently taken as the deemed cost in compliance with IND AS 101.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Profits / losses arising in the case of retirement / disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

The Company has opted to continue with the carrying values of all of its property, Plant and Equipment as recognised in the previous GAAP financial statements as deemed cost at the transition date i.e. 1st April, 2016.

### 3.2 Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets.

Subsequent expenditures related to an item of intangible assets are added to its carrying amount when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Cost of Enterprise Resource Planning (ERP) software including expenditure on implementation is to be amortised over a period of ten years based on management's estimate of useful life over which economic benefits will be derived from its use.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of three to seven years. The assets' useful lives are reviewed at each financial year end.

Trademark are amortised over the period of ten (10) years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets under development includes cost of computer software under installation / under development as at the balance sheet date.

The Company has opted to continue with the carrying values of all of its Intangible assets as recognised in the previous GAAP financial statements as deemed cost at the transaction date i.e. 1st April, 2016.

### 3.3 Leases

The Company assesses whether a contract is or contains a lease at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of lease and (iii) the Company has right to direct the use of the asset.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases). For these short term leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using its incremental borrowing rate as the discount rate.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

ROU assets and Lease liability have been separately presented in the Balance Sheet note 5b, 22 & 27 respectively and lease payments have been classified as financing cash flows.

#### 3.4 Inventories

Inventories are measured at lower of cost/ deemed cost and net realisable value whichever is lower.

#### 3.5 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand and short-term deposits, as defined above, net of outstanding bank overdrafts as which are considered an integral part of the Company's cash management.

#### 3.6 Impairment of non financial assets

An asset is considered as impaired when at the date of Balance Sheet, there are indications of impairment and the carrying amount of the asset, or where applicable, the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

#### 3.7 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### Financial assets -Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

##### Financial assets - Subsequent measurement:

For the purpose of subsequent measurement, financial assets are classified in two broad categories:-

- a) Financial assets at fair value
- b) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- (a) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
- (b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- (a) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- (b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

#### Financial assets - Equity investment in subsidiaries

Investments in subsidiaries are recognised at cost as per Ind AS 27 separate financial statements.

#### Transition to Ind AS

Upon first-time adoption of Ind AS, the Company has elected to continue with the carrying value of all of its investments in subsidiaries as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investments in subsidiaries.

In respect of interest free loans given to subsidiaries, the difference between the loan amount and its fair value is treated as further investment by the Company in the respective subsidiaries. Where financial guarantees in relation to loans of subsidiaries are provided for no compensation, the fair values are added to investment by the Company in respective subsidiaries.

The Company has accounted for its equity investment in subsidiaries at cost.

#### Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- (a) The rights to receive cash flows from the asset have expired, or
- (b) The Company has transferred its rights to receive cash flow from the asset.

#### Financial liabilities - Initial recognition and measurement:

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expenses over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of financial instruments, or where appropriate, a shorter period.

#### Financial liabilities - Subsequent measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximate at their fair value due to the short maturity of these instruments.

#### Financial Liabilities - Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

#### Financial Liabilities - Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

#### Compound Instruments

An issued financial instrument that comprises of both the liability and equity components are accounted as compound financial instruments. The fair value of the liability component is separated from the compound instrument and the residual value is recognised as equity component of other financial instrument. The liability component is subsequently measured at amortised cost, whereas the equity component is not remeasured after initial recognition. The transaction costs related to compound instruments are allocated to the liability and equity components in the proportion to the allocation of gross proceeds. Transaction costs related to equity component is recognised directly in equity and the cost related to liability component is included in the carrying amount of the liability component and amortised using effective interest method.

#### 3.8 Provisions, Contingent Liabilities, Contingent Assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

#### 3.9 Dividend Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable is recognised directly in other equity.

#### 3.10 Revenue recognition

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

Revenue are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

- (i) Income from allotment of warehousing spaces and open yard area for use are recognised for the period the material is lying in area as per agreed terms.
- (ii) Revenue from valued services and other activities is recognised when related services are performed as per the contractual terms.
- (iii) Revenue from Business Conducting Fees and Common Infrastructure income shall be recognised as per contractual terms.
- (iv) Revenue from lease of land is recognised as per contract terms agreed between the parties.
- (v) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- (vi) Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the payment of dividend.

#### Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade receivables are measured at their transaction price unless it contains a significant financing component or pricing adjustments embedded in the contract.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

#### Contract liabilities

A contract liability is the obligation to transfer of services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

#### 3.11 Foreign currency reinstatement and translation:

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates as on balance sheet date and the resulting exchange difference recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

#### 3.12 Employee benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related services are rendered.

##### (a) Defined Contribution Plan

Contribution to Provident Fund etc., a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

##### (b) Defined Benefit Plan

Leave encashment being a defined benefit plan is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the year in which they arise. Other costs are accounted in statement of profit and loss.

The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

Remeasurements of defined benefit plan in respect of post employment and other long term benefits are charged to the other comprehensive income in the year in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

#### 3.13 Taxes on Income

Income tax expense represents the sum of current tax (including income tax for earlier years) and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilized. Deferred tax assets and liabilities are measured at the applicable tax rates. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilized.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

#### 3.14 Borrowing costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset.

The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

#### 3.15 Earnings per Share

Basic earnings per share is computed using the net profit/(loss) for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit/(loss) for the year attributable to the shareholders' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

#### 3.16 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

##### An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

##### A liability is classified as current when it is:

- Expected to be settled in normal operating cycle,
- Held primarily for the purpose of trading,
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

#### 3.17 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy.

#### 3.18 Off-setting financial instrument

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

#### 3.19 Operating Segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

#### 3.20 Contributed Equity

Equity Shares are classified as equity, incremental costs directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax from the proceeds.

#### 3.21 Share Based Payment

Equity settled share based payments to employees providing services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity share based payments transactions are set out in Note 53.

The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Employee Stock Options Reserve.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### 3.22 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### 3.23 Assets (or disposal group) held for sale and discontinued operations

Assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the asset (or disposal group) is recognised at the date of de-recognition.

The criteria for held for sale classification is regarded as met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold.

Assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the Company that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

#### 4 Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The Company based on its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

##### 4.1 Property, plant and equipment and Intangible Assets

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate. Refer Note no 66 as regards judgement in current year.

##### 4.2 Income Tax

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the financial statements.

##### 4.3 Contingencies

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

##### 4.4 Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### 4.5 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators. Refer note no. 66 as regards judgement exercised in current year.

##### 4.6 Defined benefits plans

The Cost of the defined benefit plan and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### 4.7 Recoverability of trade receivable

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.



## Arshiya Limited

### Notes to the standalone financial statements for the year ended 31st March, 2024

#### 4.8 Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

#### 4.9 Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

#### 4.10 Exceptional Items

Exceptional items are those items that management considers, by virtue of their size or incidence, should be disclosed separately to ensure that the financial information allows an understanding of the underlying performance of the business in the year, so as to facilitate comparison with prior periods. Such items are material by nature or amount to the year's result and / or require separate disclosure in accordance with Ind AS. The determination as to which items should be disclosed separately requires a degree of judgement. The details of exceptional items are set out in note 37.



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

**5 (a). Property, Plant and Equipment (Refer Note No. 66)**

Particulars	(Rs. in Lakh)									
	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	Total	
Gross Carrying Value										
As at 1st April, 2022	47,264.34	24,616.85	2,232.35	96.44	65.23	562.76	58.25	27.60	74,923.82	
Additions	-	-	-	-	-	-	1.55	-	1.55	
Disposals	(10,007.72)	-	-	-	-	-	-	-	(10,007.72)	
As at 31st March, 2023	37,256.62	24,616.85	2,232.35	96.44	65.23	562.76	59.80	27.60	64,917.65	
Additions	-	-	-	-	-	-	-	-	-	
Disposals	-	-	-	-	(6.35)	-	-	-	(6.35)	
As at 31st March, 2024	37,256.62	24,616.85	2,232.35	96.44	58.88	562.76	59.80	27.60	64,911.30	
Accumulated Depreciation										
As at 1st April, 2022	-	4,083.18	1,258.97	83.55	36.23	435.36	32.99	2.60	5,932.88	
Depreciation for the year	-	380.51	212.61	2.36	4.33	16.03	3.39	5.53	624.76	
Disposals	-	-	-	-	-	-	-	-	-	
As at 31st March, 2023	-	4,463.69	1,471.58	85.91	40.56	451.39	36.38	8.13	6,557.64	
Depreciation for the year	-	380.51	212.61	1.57	4.33	8.51	2.73	5.52	615.78	
Disposals	-	-	-	-	(5.19)	-	-	-	(5.19)	
As at 31st March, 2024	-	4,844.20	1,684.19	87.48	39.70	459.90	39.11	13.65	7,168.23	
Net Carrying value as at 31st March, 2024	37,256.62	19,772.65	548.16	8.96	19.18	102.86	20.69	13.95	57,743.07	
Net Carrying value as at 31st March, 2023	37,256.62	20,153.16	760.77	10.53	24.67	111.37	23.42	19.47	58,360.02	
Net Carrying value as at 1st April, 2022	47,264.34	20,533.67	973.38	12.89	29.00	127.40	25.26	25.00	68,990.95	

**Notes:**

(1) For details of securities charged on above property, plant and equipment, refer note no. 21 & 25.



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

5 (b). Right of Use Assets (Refer Note No. 44)		(Rs. in Lakh)			
Particulars	Buildings	Plant and Equipment	Furniture and Fixtures	Total	
Gross Carrying Value					
As at 1st April, 2022	521.36	145.07	100.25	766.68	
Addition	-	-	-	-	
Modification during the year	-	-	-	-	
As at 31st March, 2023	521.36	145.07	100.25	766.68	
Addition	-	96.04	-	96.04	
Modification during the year	-	(120.00)	-	(120.00)	
As at 31st March, 2024	521.36	121.11	100.25	742.72	
Accumulated Depreciation					
As at 1st April, 2022	56.53	79.24	18.35	154.12	
Depreciation for the year	104.22	29.41	16.70	150.33	
Modification during the year	-	-	-	-	
As at 31st March, 2023	160.75	108.65	35.05	304.45	
Depreciation for the year	104.50	24.61	16.75	145.86	
Modification during the year	-	(120.00)	-	(120.00)	
As at 31st March, 2024	265.25	13.26	51.80	330.31	
Net Carrying value as at 31st March, 2024	256.11	107.85	48.45	412.40	
Net Carrying value as at 31st March, 2023	360.61	36.42	65.20	462.23	
Net Carrying value as at 1st April, 2022	464.83	65.83	81.90	612.56	



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

6. Intangible Assets			
Particulars	(Rs. in Lakh)		
	Trademarks	Software	Total
Gross Carrying Value			
As at 1st April, 2022	0.49	1,591.20	1,591.69
Additions	-	-	-
Disposals	-	-	-
As at 31st March, 2023	0.49	1,591.20	1,591.69
Additions	-	-	-
Disposals	-	-	-
As at 31st March, 2024	0.49	1,591.20	1,591.69
Accumulated Amortisation			
As at 1st April, 2022	0.49	1,499.55	1,500.04
Amortisation for the year	-	61.53	61.53
Disposals	-	-	-
As at 31st March, 2023	0.49	1,561.08	1,561.57
Amortisation for the year	-	17.14	17.14
Disposals	-	-	-
As at 31st March, 2024	0.49	1,578.22	1,578.71
Net Carrying value as at 31st March, 2024	-	12.98	12.98
Net Carrying value as at 31st March, 2023	-	30.12	30.12
Net Carrying value as at 1st April, 2022	-	91.65	91.65



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 1st April, 2022	
	No. of Shares	Rs. in Lakh	No. of Shares	Rs. in Lakh	No. of Shares	Rs. in Lakh
<b>Non-Current Financial Assets</b>						
<b>7. Investments (Refer Note no. 51)</b>						
<b>(Unquoted Investments carried at Cost)</b>						
<b>(i) Investments in Equity Instruments of Subsidiaries</b>						
Arshiya Northern FTWZ Limited (the face value of Rs. 10 each) (refer below note a (i) & b)	1,08,68,677	44,625.29	1,08,68,677	44,625.29	1,08,68,677	44,625.29
NCR Rail Infrastructure Limited (the face value of Rs. 10 each) (refer below note a (ii) & c and refer note no 46 )	5,96,71,569	82,873.93	5,96,71,569	82,873.93	5,96,71,569	82,873.93
Arshiya Technologies (India) Private Limited (the face value of Rs. 10 each)	1,01,158	2.00	1,01,158	2.00	1,01,158	2.00
Arshiya Lifestyle Limited (the face value of Rs. 10 each)	14,85,000	14.85	14,85,000	14.85	14,85,000	14.85
Arshiya Logistics Services Limited (the face value Rs. 10 each)	16,00,000	155.50	16,00,000	155.50	16,00,000	155.50
Arshiya Infrastructure Developers Private Limited (the face value Rs. 10 each)	10,000	1.00	10,000	1.00	10,000	1.00
Unravalled Infrastructure Private Limited (the face value Rs. 10 each)	10,000	1.00	10,000	1.00	10,000	1.00
Arshiya Data Centre Private Limited (the face value Rs. 10 each)	10,000	1.00	10,000	1.00	10,000	1.00
Arshiya Northern Projects Private Limited (the face value Rs. 10 each) (Refer Note no. 52)	50,000	5.00	-	-	-	-
		1,27,679.57		1,27,674.57		1,27,674.57
Less:- Provision for impairment in the value of Investment (refer note no. 46)		(82,873.93)		(82,873.93)		(82,873.93)
<b>Total (i)</b>		<b>44,805.64</b>		<b>44,800.64</b>		<b>44,800.64</b>
<b>(All the above equity shares are fully paid up)</b>						
<b>(ii) Deemed Equity Investments</b>						
Arshiya Northern FTWZ Limited	-	-	-	-	-	696.96
NCR Rail Infrastructure Limited	-	-	-	3,214.71	-	3,214.71
Arshiya Lifestyle Limited	497.85	-	-	622.31	-	2,759.36
Arshiya Data Centre Private Limited	-	-	-	-	-	2,649.40
	497.85	-	-	3,837.02	-	9,320.43
Less:- Provision for impairment in the value of Deemed Investment	-	-	-	(3,214.71)	-	(3,214.71)
<b>Total (ii)</b>		<b>497.85</b>		<b>622.31</b>		<b>6,105.72</b>
<b>Total (i+ii)</b>		<b>45,303.49</b>		<b>45,422.95</b>		<b>50,906.36</b>
<p>(a) As per debt covenants, the Company is required to pledge 100% of the shareholding in favor lenders however the Company has pledged following equity shares. Accordingly the Company has not complied with the agreed debt covenants.</p> <p>(i) 31st March, 2024 - 70,59,038 (31st March, 2023 - 70,59,038 and 1st April, 2022 - 70,59,038) equity shares in Arshiya Northern FTWZ Limited,</p> <p>(ii) 31st March, 2024 - 2,05,84,269 (31st March, 2023 - 2,05,84,269 and 1st April, 2022 - 2,05,84,269) equity shares in NCR Rail Infrastructure Limited,</p> <p>(b) In case of Arshiya Northern FTWZ Limited, CIR process has been initiated on 14th November, 2022 and interim resolution professional has been appointed. However, the management of the Company based on the legal opinion obtained has continued to disclose the said Company as a subsidiary.</p> <p>(c) In case of NCR Rail Infrastructure Limited, CIR process has been initiated on 7th March, 2024 and interim resolution professional has been appointed. However, the management of the Company has continued to disclose the said Company as a subsidiary.</p>						

**7.1 Other Disclosure**

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
Aggregate amount of Unquoted Investments	45,303.49	45,422.95	50,906.36
Aggregate amount of Impairment in value of Deemed Investments	124.46	5,483.40	-



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Non- Current Financial Assets</b>			
<b>8 Loans</b>			
<i>Unsecured, considered good unless otherwise stated</i>			
Loans to Subsidiaries (Refer Note No. 58)	680.02	606.98	4,380.66
<b>Total</b>	<b>680.02</b>	<b>606.98</b>	<b>4,380.66</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>9 Other Financial Assets</b>			
Security Deposits	44.70	51.07	45.86
Interest receivables	-	-	50.23
<b>Total</b>	<b>44.70</b>	<b>51.07</b>	<b>96.09</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Non-Current Assets</b>			
<b>10 Other Non-Current Assets</b>			
Capital Advances (Refer Note No 39)	5,000.00	4,487.43	-
Less: Fair value adjustments	(1,965.15)	(1,442.58)	-
	<b>3,034.85</b>	<b>3,044.85</b>	<b>-</b>
Prepaid expenses	11.42	-	-
TDS Receivables/Taxes paid	142.74	116.02	210.44
VAT Refund receivables (Refer Note No 47)	1,876.65	1,876.65	1,876.65
<b>Total</b>	<b>5,065.66</b>	<b>5,037.52</b>	<b>2,087.09</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Current Assets</b>			
<b>11 Inventories</b>			
(Valued at lower of cost or net realizable value)			
Land (Refer Note No. 66)	16,505.97	12,537.34	12,537.34
<b>Total</b>	<b>16,505.97</b>	<b>12,537.34</b>	<b>12,537.34</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Current Financial Assets</b>			
<b>12 Trade Receivables- Unsecured</b>			
Considered good (Receivables from Related party (Refer Note No. 56)	24.22	13,064.16	13,555.59
Trade Receivables which have significant increase in credit risk	-	-	44.58
	<b>24.22</b>	<b>13,064.16</b>	<b>13,600.17</b>
Less: Allowance for expected credit loss	-	-	(44.58)
<b>Total</b>	<b>24.22</b>	<b>13,064.16</b>	<b>13,555.59</b>



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

**(A) Trade Receivable ageing schedule:**

Outstanding for following periods from due date of payment

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Undisputed, considered good</b>			
Not due	-	-	10.73
Less than 6 months	24.22	-	8,706.38
6 months to 1 year	-	4,282.73	4,543.88
1 to 2 years	-	8,777.96	178.15
2 to 3 years	-	3.47	116.45
More than 3 years	-	-	-
<b>Total</b>	<b>24.22</b>	<b>13,064.16</b>	<b>13,556.59</b>
<b>Undisputed Trade Receivables which have significant increase in credit risk</b>			
Less than 6 months	-	-	1.39
6 months to 1 year	-	-	23.62
1 to 2 years	-	-	19.57
2 to 3 years	-	-	-
More than 3 years	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>44.58</b>

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>13 Cash and Cash Equivalents</b>			
Balances with banks:			
- in current accounts	11.62	8.80	12.29
Cash on hand	0.05	-	8.00
<b>Total</b>	<b>11.67</b>	<b>8.80</b>	<b>20.29</b>

13.1 Cash and cash equivalents as at 31st March, 2024 comprises of restricted bank balances held in escrow account with bank amounting to Rs. 0.25 Lakh (31st March, 2023 - Rs. 0.35 Lakh and 1st April, 2022 - Rs. 0.25 Lakh). This account can only be operated with the specific permission / instruction in terms of the Escrow Agreement.

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>14 Other Bank Balances</b>			
Deposits with bank to the extent held as security (refer below note)	25.03	23.03	15.03
<b>Total</b>	<b>25.03</b>	<b>23.03</b>	<b>15.03</b>

**Note:**

Deposits with bank to the extent held as (i) security of Rs. 25.03 Lakh (31st March 2023 - Rs. 15.03 Lakh and 1st April, 2022 - Rs. 15.03 Lakh) against bank guarantee issued by Bank in favour of Maharashtra Pollution Control Board and (ii) security of Rs. Nil (31st March 2023 - Rs. 8.00 Lakh and 1st April, 2022 - Rs. Nil) against Bank overdraft facility.

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>15 Loans</b>			
<b>Unsecured, considered good unless otherwise stated</b>			
Loans to Subsidiaries (Refer Note No. 56)	31,310.00	36,727.21	36,834.87
Less: Impairment allowance for loan (Refer Note No. 51 (b))	(14,373.51)	(14,373.51)	(14,373.51)
<b>Total</b>	<b>16,936.49</b>	<b>22,353.70</b>	<b>22,461.36</b>

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>16 Other Financial Assets</b>			
Unbilled Revenue (Refer note no. 64 (b))	1,061.30	2,770.49	3,565.60
Less: Allowance for expected credit loss	-	(336.64)	-
	<b>1,061.30</b>	<b>2,433.85</b>	<b>3,565.60</b>
Other recoverables (Refer Note No. 21.2(2)(iv) & 56)	11,739.75	11,177.43	1,143.93
Less: Provision for impairment of other recoverables	(498.72)	-	-
	<b>11,241.03</b>	<b>11,177.43</b>	<b>1,143.93</b>
<b>Total</b>	<b>12,302.33</b>	<b>13,611.28</b>	<b>4,709.53</b>



**Arshiya Limited**  
Notes to the financial statements for the year ended 31st March, 2024

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>17 Other Current Assets</b>			
Advances to Suppliers	70.98	114.12	104.16
Advances to employees	-	0.38	18.51
Prepaid expenses	21.33	6.58	10.00
Balances with Statutory, Government Authorities	97.25	75.41	48.46
Cash seized by Government Authority	8.20	8.20	-
<b>Total</b>	<b>197.76</b>	<b>204.69</b>	<b>181.13</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>18 Assets held for Sale</b>			
<b>Investments in Equity Instruments of Subsidiaries</b>			
Arshiya Northern Projects Private Limited (50,000 Equity Shares face value Rs. 10 each) (Refer Note No.52)	-	5.00	5.00
<b>Total</b>	<b>-</b>	<b>5.00</b>	<b>5.00</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>19 Equity Share Capital</b>			
<b>Authorised</b>			
(i) 28,75,00,000 (31st March, 2023 - 28,75,00,000 and 1st April, 2022 - 28,75,00,000) Equity Shares of Rs. 2 each	5,750.00	5,750.00	5,750.00
(ii) 30,00,000 (31st March, 2023 - 30,00,000 and 1st April, 2022 - 30,00,000) 0% Optionally Convertible Redeemable Preference Shares (OCRPS) of Rs. 10 each	300.00	300.00	300.00
<b>Total</b>	<b>6,050.00</b>	<b>6,050.00</b>	<b>6,050.00</b>
<b>Equity Share Capital - issued, subscribed and fully paid</b>			
26,34,75,915 (31st March, 2023 - 26,34,75,915 and 1st April, 2022 - 26,22,75,915) Equity Shares of Rs. 2 each	5,269.52	5,269.52	5,245.52
<b>Total</b>	<b>5,269.52</b>	<b>5,269.52</b>	<b>5,245.52</b>

**(a) Terms and rights**

**(i) Terms and rights attached to equity shares**

The Company has one class of equity share having a par value of Rs. 2 per share. Each holder of equity share is entitled to one vote per share. The shareholders who held shares on the record date are entitled to dividend as may be proposed by the Board of Directors and is subject to approval of the Shareholders at the ensuing General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in the proportion to the number of equity shares held by the shareholders.

**(ii) Terms and rights attached to 0% Optionally Convertible Redeemable Preference Shares (OCRPS)**

The Company has 0% optionally convertible redeemable preference shares having a par value of Rs. 10 per share. Each holder of OCRPS has right / entitled to convert into equity shares within 18 months from the date of issue or redemption from the end of 19th year to 23rd year as per terms.

**(b) Reconciliation of equity shares outstanding as at the beginning and end of the year**

Particulars	Number of Shares	Rs. in Lakh
Balance as at 1st April 2022	26,22,75,915	5,245.52
Add: Issued during the year (Refer Note No. 53 )	12,00,000	24.00
Balance as at 31st March, 2023	26,34,75,915	5,269.52
Add: Issued during the year	-	-
Balance as at 31st March, 2024	26,34,75,915	5,269.52



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

(c) Details of equity shares held by the shareholders holding more than 5% of the aggregate shares in the Company

(i) Details of equity shares held by the shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	Number of Shares	Percentage (%) shareholding
<b>As at 31st March 2024</b>		
Archana A Mittal	2,43,09,788	9.23%
Ajay S Mittal	1,35,61,437	5.15%
Edelweiss Asset Reconstruction Company Limited (through various EARC trusts)	41,73,517	1.58%
<b>As at 31st March 2023</b>		
Archana A Mittal	4,93,09,788	18.72%
Ajay S Mittal	2,33,56,437	8.86%
Edelweiss Asset Reconstruction Company Limited (through various EARC trusts)	6,12,12,215	23.23%
<b>As at 1st April 2022</b>		
Archana A Mittal	6,42,37,278	24.49%
Ajay S Mittal	3,83,56,437	14.62%
Edelweiss Asset Reconstruction Company Limited (through various EARC trusts)	6,00,59,821	22.90%

(ii) Details of Shareholding of Promoters

Name of the Promoters	Number of Shares	Percentage (%) shareholding	% Change during the year
<b>As at 31st March 2024</b>			
Archana A Mittal	2,43,09,788	9.23%	-9.49%
Ajay S Mittal	1,35,61,437	5.15%	-3.72%
<b>As at 31st March 2023</b>			
Archana A Mittal	4,93,09,788	18.72%	-5.76%
Ajay S Mittal	2,33,56,437	8.86%	-5.76%

Promoters's shareholding decreased in compared to previous year due to invocations / sale of pledged shares. During the year, 3,47,95,000 (31st March, 2023 - 2,99,27,490) number of promoter's equity shares (cumulative 6,47,22,490) has been invoked by the lenders (Refer note no. 25.2).

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>20 Other Equity</b>			
<b>(i) Amalgamation Reserve</b>			
Balances as at the beginning and end of the year	124.80	124.80	124.80
<b>Reserve and Surplus</b>			
<b>(ii) Securities Premium Account</b>			
Balances as at the beginning of the year	2,38,771.31	2,38,409.15	
Add: On Issue of Equity Shares (Refer Note No. 53 )	-	362.16	
Balances as at the end of the year	<b>2,38,771.31</b>	<b>2,38,771.31</b>	<b>2,38,409.15</b>
<b>(iii) Employee Stock Options Reserves (Refer Note No. 53 )</b>			
Balances as at the beginning of the year	191.22	347.66	
Add: Share based payment	37.62	205.72	
Less: On issue of Equity Shares	-	(362.16)	
Balances as at the end of the year	<b>228.84</b>	<b>191.22</b>	<b>347.66</b>
<b>(iv) General Reserve</b>			
Balances as at the beginning and end of the year	940.18	940.18	940.18
<b>(v) Retained Earnings</b>			
Balances as at the beginning of the year	(1,62,425.34)	(1,44,178.80)	
Add: Loss for the year	(1,17,495.10)	(18,250.98)	
Add: Other comprehensive income	1.68	4.44	
Balances as at the end of the year	<b>(2,79,918.76)</b>	<b>(1,62,425.34)</b>	<b>(1,44,178.80)</b>
<b>Total (i to v)</b>	<b>(39,853.63)</b>	<b>77,602.19</b>	<b>95,642.99</b>

Nature and purpose of Reserve and Surplus:

(a) Securities Premium Account:

Securities premium account is created to record premium received on issue of equity shares. The reserve is utilized in accordance with the provision of the Companies Act, 2013.



**Arshiya Limited****Notes to the financial statements for the year ended 31st March, 2024****(b) General Reserve:**

General Reserve is used for time to time transfer of profits from Retained Earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to statement of profit and loss.

**(c) Amalgamation Reserve:**

Amalgamation reserve is created on account of scheme of amalgamation of erstwhile BDP (India) Private Limited with the Company approved by the Hon'ble High Court of Judicature at Bombay in earlier years.

**(d) Employee Stock Options Reserve:**

Employee stock reserve is created on account of Employee Stock Option granted to the employees.

**(e) Retained Earning:**

Retained Earnings are the profit/(loss) of the Company earned till date net of appropriations.

Further, the Company had revalued freehold land based on independent professional valuation report and had a balance of Rs. 22,617.12 Lakh in revaluation reserve on the date of transition i.e. 1st April, 2016. Under Ind AS, the Company has adopted previous GAAP carrying value as deemed cost for PPE as on transition date and accordingly revaluation reserve has been transferred to retained earnings based on clarification issued by Ind AS Technical Facilitation Group ('ITFG'). The aforementioned revaluation reserve is not a free reserve as per the Companies Act, 2013 and hence is not available for distribution as dividend.

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Non-Current Liabilities</b>			
<b>21 Borrowings (Refer Note No. 40)</b>			
<b>Secured</b>			
(a) Term Loans			
From banks (Refer Note No. 21.1)	10,912.29	8,224.63	7,642.74
From Other Parties (Refer Note No. 21.2)	1,67,353.36	68,460.56	59,312.33
(b) Vehicles Loan from bank (Refer Note No 21.3)	0.25	2.61	5.38
	<b>1,78,265.90</b>	<b>76,687.80</b>	<b>66,960.45</b>
Less: Current maturities of long term loans:			
From Banks	4,645.71	4,645.71	5,145.71
From Other parties	71,827.05	50,236.00	31,760.00
Less: Current maturities of Vehicle loans	0.25	2.61	3.17
Less: Interest accrued and due	91,638.31	12,929.57	3,915.06
Less: Interest accrued but not due	10,154.58	8,873.91	7,753.63
	<b>1,78,265.90</b>	<b>76,687.80</b>	<b>48,577.57</b>
<b>Total</b>	<b>-</b>	<b>-</b>	<b>18,382.88</b>

The details of security, terms of repayment and interest on non-current borrowings (which includes current maturities) obtained by the Company are given below:

The Company has defaulted in repayment of loan from banks and other parties and lenders initiated legal proceeding of recovery dues. Hence, according to the agreed terms with the lender the entire loan became due on the day of default. Accordingly the entire amount has been disclosed as current maturities for long term borrowings under short term borrowings.

The terms and condition stated below are considered based on the latest settlement with the respective lenders wherever applicable.

**21.1 Term loans from Bank:**

**(1) Rupee loan of Rs. 971.41 Lakh (31st March, 2023 - Rs. 971.41 Lakh and 1st April, 2022 - Rs. 1,471.41 Lakh) (Refer Note No. 40.2):**

**(a) Securities provided**

- (i) Second charge on movable and immovable property, plant and equipments of the Company, present and future on pari-passu.
- (ii) The above loan is secured by personal guarantees of two Promoter Directors of the Company.

**(b) Terms of Interest rate:**

Rate of interest is @ 12.45% p.a.

**(c) Terms of Repayment:**

Rupee term loan is repayable on or before 30th June 2022.

(d) The bank has been in default for the repayment of principal amount of Rs. 971.41 lakh since 30th June, 2022 (31st March, 2023 - Rs. 971.41 lakh and 1st April, 2022 - Rs. Nil).

**(2) Rupee loan of Rs. 3,200.00 Lakh (31st March, 2023 - Rs. 3,200.00 Lakh and 1st April, 2022 - Rs. 3,200.00 Lakh):****(a) Securities provided**

- (i) Second charge on movable and immovable Panvel assets of the Company except for the excluded properties under Lease Agreement dated 3rd February,
- (ii) Second charge on present and future receivables including the amount deposited to the EARC TRA account of the Company .
- (iii) The above loans are secured by personal guarantees of two Promoter Directors of the Company.

**(b) Terms of Interest rate**

Rate of interest is @ 14.50% p.a.

**(c) Terms of Repayment:-**

Rupee term loan is repayable in Bullet payment at the end of the tenure of loan i.e. 36 months from the date of first disbursement i.e. 21st March, 2018.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

(d) The Company has been in default for the repayment of principal amount of Rs. 3,200.00 Lakh since FY 2020-21.

**(3) Rupee loan of Rs. 474.30 Lakh (31st March, 2023 - Rs. 474.30 Lakh and 1st April, 2022 - Rs. 474.30 Lakh):**

**(a) Securities provided**

- (i) Second charge on movable and immovable Panvel assets of the Company except for the excluded properties under Lease Agreement dated 3rd February,
- (ii) Second charge on present and future receivables including the amount deposited to the EARC TRA account of the Company.
- (iii) The above loans are secured by personal guarantees of two Promoter Directors of the Company.

**(b) Terms of interest rate**

Rate of Interest is @ 14.50% p.a.

**(c) Terms of Repayment:-**

Rupee term loan is repayable in 78 equal monthly instalment commencing from the date of first disbursement i.e. 31st August, 2018.

(d) The Company has been in default for the repayment of principal amount of Rs. 474.30 Lakh (31st March, 2023 - Rs. 474.30 Lakh and 1st April, 2022 - Rs. 474.30 Lakh) since 31st January, 2019.

**21.2 Rupee Term loans from Other Parties:**

**(1) Rupee term loan of Rs. 60,077.05 Lakh (31st March, 2023 - Rs. 38,486.00 Lakh and 1st April, 2022 - Rs. 38,390.67 Lakh) (Refer Note No. 40.1- reversal of gain on settlement on debts):**

**(a) Security provided:**

- (i) First charge on all the present and future movable and immovable property, plant and equipment including intangible assets, assignment of rights and benefits but excluding project assets for Khurja FTWZ project, Khurja Distripark Project, Nagpur project and Rail project on pari passu basis.
- (ii) Second charge on current assets of the Company but excluding current assets for Khurja FTWZ project, Khurja Distripark Project, Nagpur project and Rail project on pari passu basis.
- (iii) first pari passu charge by way of hypothecation on the Panvel Receivables both existing and future of whatsoever nature.
- (iv) The above loans are secured by personal guarantees of two Promoter Directors of the Company.
- (v) The loans are secured by pledged of shares held by the two Promoter Directors of the Company.

**(b) Terms of interest rate**

Rate of Interest is @ 10% p.a. compounded quarterly and penal interest @ 18% p.a.

**(c) Terms of Repayment:-**

Year	Rs. in Lakh
FY 2017-18	5,671.09
FY 2021-22	14,001.46
FY 2022-23	40,404.50
<b>Total</b>	<b>60,077.05</b>

**(d) The Company has been in default for the repayment:**

Year	Rs. in Lakh
FY 2017-18	5,671.09
FY 2021-22	14,001.46
FY 2022-23	40,404.50
<b>Total</b>	<b>60,077.05</b>

(e) During the year, 3,47,95,000 (31st March, 2023 - 2,99,27,490) number of promoter's equity shares (cumulative 6,47,22,490) has been invoked by the lenders. The Company has given the effect for 1,49,27,490 number of shares based on information received from the lender by debiting lender account and credited to promoter unsecured loan account. The management/promoter is following up with the lenders for the information of realised value for balance 4,97,95,000 shares.

(f) The amortised cost disclosed above is net off incidental cost of borrowings aggregating of Rs. Nil (31st March, 2023 - Rs. 24.00 Lakh and 1st April, 2022 - Rs.119.33 Lakh).

**(2) Loan of Rs. 5,000.00 Lakh (31st March, 2023 - Rs. 5,000.00 Lakh and 1st April, 2022 - Rs. 5,000.00 Lakh):**

- (i) Was secured by first and exclusive charge on land situated at Village Bulburi at Nagpur, Maharashtra. (refer below note iv)
- (ii) The above loan is secured by personal guarantees of two Promoter Directors of the Company.
- (iii) Rate of interest is @ 20% p.a.

(iv) The Company had availed loan from a Public Financial Institution (PFI) against security of land situated at Nagpur. On default of loan covenants, the PFI had taken over possession of secured assets i.e. land situated at Nagpur. During the year ended 31st March, 2018, the PFI agreed to settle their outstanding loan constituting principal and interest of Rs. 16,700.00 Lakh by signing of Settlement Terms. Settlement Terms involves payment of Rs. 5,000.00 Lakh and balance amount of Rs. 11,700.00 Lakh, by way of allotment of Optionally Convertible Redeemable Preference Shares - V (OCRPS - V), convertible upto 15,50,000 equity shares of the Company at the option of the PFI and necessary effect has been given in the books of accounts during the year ended 31st March, 2018. As per shareholder approval, on dated 29th January 2018, the Company has approved allotment of 11,70,000 OCRPS - V and the same was converted into 15,50,000 Equity shares on 22nd February, 2018 as per Settlement Terms.

During the pendency of litigation, the PFI has assigned their debts to Edelweiss Asset Reconstruction Company Ltd (EARC) during 31st March, 2019. Upon acknowledgement of receipts of outstanding of Rs 5,000.00 Lakh dues under Settlement Terms, the High Court has disposed off the said litigation. In line with High court order, the Company recorded liabilities in the name of EARC for payment made by them to PFI Pursuant to said assignment of debt, EARC has become the lender and entitled to recover total dues along with interest at contractual rates and other charges. The Company continues to provide interest in line with major terms negotiated with EARC in case of other agreements.



**Arshiya Limited****Notes to the financial statements for the year ended 31st March, 2024**

During the previous year ended 31st March 2023, EARC has sold the said land under SARFAESI process and as informed vide its letter dated 30th May, 2022 for consideration of Rs. 10,300 lakh and accordingly the Company has recorded a gain of Rs 564.89 lakh. Further, details of the allocation of sale proceeds are awaited from EARC and till that time, the said amount is included in other recoverables. Upon receipt of appropriation details from EARC, the Company will give necessary impact in the books of account.

**(3) Loan of Rs. 2,000.00 Lakh (31st March, 2023 - Rs. 2,000.00 Lakh and 1st April, 2022 - Rs. 2,000.00 Lakh):**

- (i) Secured by first and exclusive charge on land of the Company situated at Khurja, Bulandshahr, Uttar Pradesh.  
(ii) The above loan is secured by personal guarantees of two Promoter Directors of the Company.  
(iii) Rate of interest is @ 18% p.a.

(iv) During the year ended 31st March, 2019, the Company has defaulted in payment of Rs. 2,000.00 Lakh as per Consent Terms signed with one of the Non-Banking Financial Company (NBFC). During the pendency of litigation, the said NBFC has assigned its debt to Edelweiss Asset Reconstruction Company (EARC) during the year end 31st March, 2020 against payment of outstanding amount under the said Consent Terms. Upon acknowledgement of payment from EARC, the High Court of Bombay disposed off the case. In line with High Court of Bombay order, the Company recorded liabilities in the name of EARC payment made by them to NBFC. Pursuant to said assignment of debt, EARC has become the lender and entitled to recover total dues along with interest at contractual rates and other charges.

The Company continues to provide interest in line with major terms negotiated with EARC until the finalisation of the restructuring agreement. Upon finalization of the terms of restructuring with EARC, the Company shall record the effect of the revised terms as to the repayment of principal and interest (including penal interest) in the period in which it is completed. With respect to this borrowing, EARC has issued E-Auction notice dated 15th November, 2023 under SARFAESI for recovery of dues and auction process under going on.

**(4) Rupee term loan of Rs. 2,650.00 Lakh (31st March, 2023 - Rs. 2,650.00 Lakh and 1st April, 2022 - Rs. 2,650.00 Lakh):****(a) Securities provided**

(i) Second charge by way of equitable mortgage/hypothecation on the entire immovable and movable property, plant and equipment of the Company on pari-passu basis.

(ii) The above loans are secured by personal guarantees of two Promoter Directors of the Company.

(b) Rate of interest is @ 24% p.a.

**(c) Terms of Repayment:-**

Rupee term loan is repayable in 13 structured quarterly instalments commencing from 31st January, 2018.

(d) The Company has been in default for the repayment of principal amount of Rs. 2,650.00 Lakh (31st March, 2023 - Rs. 2,650.00 Lakh and 1st April, 2022 - Rs. 2,650.00 Lakh) since June 2018 as per consent terms.

**(5) Rupee term loan of Rs. 2,100.00 Lakh (31st March, 2023 - Rs. 2,100.00 Lakh and 1st April, 2022 - Rs. 2,100.00 Lakh):****(a) Securities provided**

(i) The above loan are secured by charge on residual cashflow of the Company.

(ii) The above loans are secured by the immovable property held by one Promoter Director of the Company on pari passu basis.

(iii) The above loans are secured by personal guarantees of two Promoter Directors of the Company.

(iv) The above loans are secured by pledged of shares held by the one Promoter Director of the Company.

**(b) Terms of Interest rate**

Rate of Interest is @ 18% p.a. compounded half yearly.

(c) The above loan is assigned to Assets Reconstruction Company (ARC) in the financial year 2021-22. The Company continues to provide interest in line with major terms of earlier sanction letter until the finalisation of the restructuring agreement. Upon finalization of the terms of restructuring with ARC, the Company shall record the effect of the revised terms as to the repayment of principal and interest.

**21.3 Vehicle loan from Bank**

One vehicle loan is secured by way of hypothecation of vehicle. Rate of interest is @ 8.55% p.a. and repayment tenure in monthly instalment up to October 2023.

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>22 Lease Liabilities</b>			
Lease Liabilities (Refer Note No.44)	352.56	398.11	496.70
<b>Total</b>	<b>352.56</b>	<b>398.11</b>	<b>496.70</b>
<b>23 Other Financial Liabilities</b>			
Financial Liabilities at amortised cost			
Financial guarantees obligations	56.73	88.01	168.29
<b>Total</b>	<b>56.73</b>	<b>88.01</b>	<b>168.29</b>



**Arshiya Limited**  
Notes to the financial statements for the year ended 31st March, 2024

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>24 Provisions</b>			
Provision for employee benefits (Refer Note No. 43)			
Gratuity	51.02	54.54	61.23
Leave encashment	16.68	17.90	20.34
<b>Total</b>	<b>67.70</b>	<b>72.44</b>	<b>81.57</b>

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Current Financial Liabilities</b>			
<b>25 Borrowings</b>			
<b>Secured</b>			
(a) Loan from Other Parties (Refer note no.25.1)	3,922.18	3,922.18	4,322.18
(b) Current maturities of long term debts from banks (Refer note no. 21.1)	4,645.71	4,645.71	5,145.71
(c) Current maturities of long term debts from other parties (Refer note no. 21.2)	71,827.05	50,236.00	31,760.00
(d) Current maturities of vehicle loan (Refer note no. 21.3)	0.25	2.61	3.17
<b>Unsecured</b>			
(a) Loans from Promoter Directors (Refer note no. 25.2)	1,176.42	1,145.34	152.60
(b) Inter Corporate Deposits (Refer note no. 25.3)	77.00	77.00	77.00
<b>Total</b>	<b>81,648.61</b>	<b>60,028.84</b>	<b>41,460.66</b>

**25.1 Loan from Other Parties**

(1) Loan of Rs. 3,722.18 Lakh (31st March, 2023 - Rs. 3,722.18 Lakh and 1st April, 2022 - Rs. 3,722.18 Lakh):

(a) Securities provided

(i) Priority charges on all present and future cash flows, all assets and movable collateral available to the existing lenders of the Company as per the Deed of Hypothecation.

(ii) The above loans are secured by personal guarantees of two Promoter Directors of the Company.

(b) Terms of interest: @ 18% p.a.

(c) The Loan was repayable on 30th June, 2018.

(d) The Company has been in default for the repayment of principal amount of Rs. 3,722.18 Lakh (31st March, 2023 - Rs. 3,722.18 Lakh and 1st April, 2022 - Rs. 3,722.18 Lakh) since 30th June, 2018.

(2) Loan of Rs. 200.00 Lakh (31st March, 2023 - Rs. 200.00 Lakh and 1st April, 2022 - Rs. 600.00 Lakh):

(a) Securities provided

(i) Exclusive charges on cash flows of domestic warehousing building.

(ii) The above loans are secured by mortgage over lands admeasuring 7,130 Sq. mt. of the Company and two wholly owned subsidiary company.

(iii) The above loans are secured by personal guarantees of two Promoter Directors of the Company.

(iv) The above loans are secured by corporate guarantees of two subsidiary Company.

(b) Terms of interest: @ 11% p.a.

(c) Terms of Repayment as per restructured :-

The Company has defaulted in agreed repayment schedule of original sanction letter dated 26th March, 2019. During the year ended 31st March, 2022, the Company has entered Terms of Settlement (settlement) on 4th March, 2022 with a Non Banking Financial Company (NBFC). The NBFC has agreed to settle its existing dues at Rs. 850.00 Lakh as the Settlement Amount.

Year	Rs. in Lakh
25th April, 2022	200.00
25th June, 2022	200.00
25th August, 2022	200.00
<b>Total</b>	<b>600.00</b>

(d) The Company has been in default for the restructured repayment of principal amount of Rs. 200.00 Lakh since 25th August, 2022 (31st March, 2023 - Rs. 200.00 Lakh and 1st April, 2022 - Rs. Nil).

(e) The Lender has also claimed Arshiya Northern FTWZ Limited and NCR Rail Infrastructure Limited to be a corporate guarantor under CIRP of respective companies.

**25.2 Loans from promoter directors are interest free and repayable on demand which is subject to lender covenant.**

During the year, 3,47,95,000 (31st March, 2023 - 2,99,27,490) number of promoter's equity shares (cumulative 6,47,22,490) has been invoked by the lenders. The Company has given the effect for 1,49,27,490 number of shares based on information received from the lender by debiting lender account and credited to promoter unsecured loan account. The management/promoter is following up with the lenders for the information of realised value for balance 4,97,95,000 shares.

**25.3 Unsecured Loan Inter Corporate Deposits:**

Intercompany Deposit of Rs. 77 Lakh (31st March, 2023 - Rs. 77 Lakh and 1st April, 2022 - Rs. 77 Lakh) is interest free and repayable on demand.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>26 Trade Payables</b>			
Total Outstanding Dues of Micro and Small Enterprises (Refer Note No. 42)	260.09	237.74	269.95
Total Outstanding Dues of Creditors Other than Micro and Small Enterprises	1,006.54	972.55	1,099.03
<b>Total</b>	<b>1,266.63</b>	<b>1,210.29</b>	<b>1,368.98</b>

**Notes:**

(A) The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

**(B) Trade payable ageing schedule:**

**Outstanding for following periods from due date of payment**

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Micro and Small Enterprises</b>			
Not Due	158.24	197.01	45.74
Less than 1 year	87.67	30.86	186.73
1 to 2 years	9.02	6.68	19.58
2 to 3 years	6.68	2.08	9.49
More than 3 years	0.48	1.11	8.41
<b>Total Micro and Small Enterprises</b>	<b>260.09</b>	<b>237.74</b>	<b>269.95</b>
<b>Other than Micro and Small Enterprises</b>			
Not Due	181.24	144.04	218.34
Less than 1 year	20.22	148.04	182.89
1 to 2 years	86.66	4.55	24.23
2 to 3 years	4.01	11.46	31.82
More than 3 years	105.02	94.07	102.50
<b>Total Other than Micro and Small Enterprises</b>	<b>397.15</b>	<b>402.16</b>	<b>559.78</b>
<b>Disputed Dues</b>			
<b>Micro and Small Enterprises</b>			
Less than 1 year	-	-	-
1 to 2 years	-	-	-
2 to 3 years	-	-	-
More than 3 years	-	-	-
<b>Total Micro and Small Enterprises</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other than Micro and Small Enterprises</b>			
Less than 1 year	42.25	42.25	42.25
1 to 2 years	39.00	39.00	39.00
2 to 3 years	39.00	39.00	35.75
More than 3 years	489.14	450.14	422.25
<b>Total Other than Micro and Small Enterprises</b>	<b>609.39</b>	<b>570.39</b>	<b>539.25</b>

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>27 Lease Liabilities</b>			
Lease Liabilities (Refer Note No.44)	139.88	144.90	165.91
<b>Total</b>	<b>139.88</b>	<b>144.90</b>	<b>165.91</b>

(Rs. in Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>28 Other Financial Liabilities</b>			
<b>Financial Liabilities at amortised cost</b>			
Interest accrued and due on non-current borrowings (Refer Note No. 28.1)	91,638.31	12,929.57	3,915.06
Interest accrued and due on current borrowings (Refer Note No. 28.1)	2,631.48	1,188.79	0.98
Interest accrued but not due on borrowings (Refer Note No. 28.2)	10,154.58	8,873.91	7,753.63
Interest payable on delayed payments to MSME creditors (Refer Note No. 42)	11.20	6.16	13.53
Deposit from customers	64.64	82.03	116.67
Financial Guarantee Obligations	408.10	442.61	470.98
Bank Overdraft (Refer Note No. 28.3)	-	7.14	-
Payable for capital goods	67.77	67.77	66.04
Dues to employees	252.10	257.80	208.15
Other payables	256.89	10.00	50.00
<b>Total</b>	<b>1,05,485.07</b>	<b>23,865.78</b>	<b>12,595.04</b>



**Arshiya Limited**  
**Notes to the financial statements for the year ended 31st March, 2024**

**28.1 Details of default in payment of interest on secured loans as on 31st March, 2024 are as follows:**

Year	(Rs. in Lakh)		
	Banks	Others	Total
FY 2018-19	343.57	45.00	388.57
FY 2019-20	607.96	240.00	847.96
FY 2020-21	717.16	498.00	1,215.16
FY 2021-22	828.35	636.00	1,464.35
FY 2022-23	1,081.89	9,120.43	10,202.32
FY 2023-24	2,687.65	77,463.78	80,151.43
<b>Total</b>	<b>6,266.58</b>	<b>88,003.21</b>	<b>94,269.79</b>

**28.2** Interest accrued but not due comprises of interest accounted on borrowings for which terms of restructuring not yet finalised and management has provided interest in line with sanction letters / major terms negotiated until the finalisation of the restructuring agreement. (Refer Note No. 21.2 (2), (3) & (5)).

**28.3** Bank Overdraft facilities is secured by Fixed Deposit of Rs. 8.00 Lakh held in Bank.

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>29 Other Current Liabilities</b>			
Trade advances received (Refer Note No. 56)	-	1,847.45	2,166.75
<b>Statutory Liabilities</b>			
Statutory dues (Refer note below)	165.31	506.57	1,627.94
Interest on delayed payment of statutory dues	644.83	738.75	1,240.48
<b>Total</b>	<b>810.14</b>	<b>3,092.77</b>	<b>5,036.17</b>

**Note:**

Statutory dues included Tax deducted at sources (TDS), Goods and Service tax (GST), Provident Fund (PF), Profession Tax (PT) and Employee State Insurance Corporation (ESIC).

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>30 Provision</b>			
Provision for employee benefits (Refer Note No.43)			
Gratuity	12.59	-	0.46
Leave encashment	9.99	6.04	6.36
<b>Total</b>	<b>22.58</b>	<b>6.04</b>	<b>6.82</b>



**Arshiya Limited**
**Notes to the financial statements for the year ended 31st March, 2024**

(Rs. in Lakh)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>31 Revenue From Operations</b>		
<b>Free Trade and Warehousing Zone operations</b>		
Consideration on Lease of Land	6.00	6.00
Conditional Lease Rent (Refer Note No.64)	530.65	530.65
Common Infrastructure Income (Refer Note No.56)	840.00	1,200.00
Business Conducting Fees (Refer Note No.49 & 50)	-	882.83
<b>Total</b>	<b>1,376.65</b>	<b>2,619.48</b>
<b>32 Other Income</b>		
Bank fixed deposits	0.43	-
Interest income on loans to erstwhile subsidiary	-	174.19
Interest income on tax refunds	-	1.23
<b>Interest income on financial assets carried at amortised cost</b>		
Loan to Subsidiaries	346.65	357.15
<b>Other Non Operating Income</b>		
Financial guarantee income	80.78	123.65
Financial assets carried at amortised cost	3.56	3.17
Net gain on foreign currency transaction and translation	0.20	32.41
Sundry balances written back (net)	48.23	263.72
Allowance for doubtful debts written back	-	7.50
Rent concession	3.70	3.76
Gain on disposal of Property, plant and equipment (net)	-	454.59
<b>Total</b>	<b>483.55</b>	<b>1,421.37</b>
<b>33 Employee Benefits Expense</b>		
Salaries, wages and bonus	1,170.91	1,202.30
Contribution to provident and other funds	26.87	26.23
Share based payments (Refer Note No. 53)	37.62	26.35
Staff welfare expenses	13.08	18.39
<b>Total</b>	<b>1,248.48</b>	<b>1,273.27</b>
<b>34 Finance Cost</b>		
Interest expense on borrowings	29,953.58	11,853.42
Unwinding Interest on Lease Liabilities (Refer Note No. 44)	72.06	78.09
Interest expense on MSMED vendors (Refer Note no. 42)	5.05	0.91
Interest expense on statutory dues	1.10	61.59
Other borrowing costs	0.84	1.12
	30,032.63	11,995.13
Less: Reversal of Interest on statutory dues	(5.46)	(561.13)
<b>Total</b>	<b>30,027.17</b>	<b>11,434.00</b>



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

(Rs. in Lakh)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
<b>35 Depreciation and Amortisation Expense</b>		
Depreciation on Property, Plant and Equipment	615.78	624.76
Depreciation on Right of Use Assets (Refer Note No.44)	145.86	150.33
Amortisation of Intangible Assets	17.14	61.53
<b>Total</b>	<b>778.78</b>	<b>836.62</b>
<b>36 Other Expenses (Refer Note No. 59)</b>		
Electricity charges	167.44	103.60
<b>Repairs and maintenance:</b>		
- Building	0.91	2.08
- Plant and Machinery	33.48	41.79
- Others	32.96	25.59
Insurance	0.42	2.29
Rates and taxes	0.59	3.78
Communication expenses	7.70	9.26
Travelling and conveyance expenses	21.38	8.41
Vehicle expenses	15.81	19.68
Printing and stationery	4.39	5.02
Legal and professional fees	103.10	522.24
Security charges	61.23	49.85
<b>Auditor's remuneration:</b>		
- Audit Fees	30.00	27.00
- Limited Review Fees	19.50	32.00
Advertisement and Sales Business Promotion expenses	1.13	1.38
Allowance for doubtful debts	162.09	299.56
Bad debts	336.63	597.33
Director sitting fees	3.40	3.50
Cost Recovery and other Charges	39.00	41.52
Miscellaneous expenses	42.09	26.08
Discarding/written off of property, plant and equipment	1.18	-
Fair value adjustment in respect of capital advances (Refer Note No. 39)	522.57	1,442.58
Impairment of loan given to subsidiary (Refer Note No. 72)	3,250.00	-
<b>Total</b>	<b>4,857.00</b>	<b>3,264.54</b>
<b>37 Exceptional Items</b>		
Settlement of claims	(150.00)	-
Reversal of gain recognised on settlement of debts and additional interest recognised (Refer Note No. 40)	(73,070.05)	-
Cancellation of Lease transactions (Refer Note No.71)	(9,099.36)	-
<b>Total</b>	<b>(82,319.41)</b>	<b>-</b>



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

**38 Contingent Liabilities (to the extent not provided for in respect of):**

(Rs. in Lakh)				
S. No.	Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
(i)	Disputed Income Tax demands (refer below note a)	8,444.43	8,444.43	8,444.43
(ii)	Disputed Service Tax demands	62.68	62.68	62.68
(iii)	Disputed Local Body Tax demands	875.49	875.49	875.49
(iv)	Claims against the Company not acknowledged as debts	2,292.48	2,292.48	2,292.48
(v)	Bond cum legal undertaking	5,196.00	5,196.00	5,196.00
(vi)	Bank Guarantees	25.00	15.00	15.00

**Note:**

- (a) Income tax demands mainly include the appeals filed by the department before appellate tribunal / High Courts against the order passed by income tax appellate authorities in favour of the Company. The management expects favourable outcome in the said matters and hence no provision has been made in this accounts.
- 39 The Company has entered into an agreement for purchase of land which is of strategic importance, from a related party. An Agreement to Sale has been entered into and the definitive agreements are in the process of being executed. The said transaction was expected to be completed by December 2023. The purchase consideration has been adjusted against the advance recoverable from the related party of Rs. 5,000.00 Lakh as on 31st March, 2024 (31st March, 2023 - Rs. 4,477.43 Lakhs). Further, the Company has made fair value adjustments amounting to Rs. 1,965.15 Lakh (year ended 31st March, 2023 - Rs. 1,442.58 Lakh) during the year against the said advances.
- 40 **Reversal of gain recognised on settlement of debts and additional interest recognised:**  
Due to non-fulfilment of settlement of terms and upon commencement of CIRP, the Company has reversed gain recognised on settlement and interest booked as per original documents during the year ended 31st March, 2024 amounting Rs. 73,070.05 Lakhs as below:

(Rs. in Lakh)			
Particulars	Reversal of Principal	Reversal of Interest	Additional Interest recognised
Edelweiss Assets Reconstruction Company Limited (Consortium lenders) (refer note no. 40.1)	21,567.05	25,131.52	24,884.30
Axis Bank Limited (refer note no. 40.2)	-	656.25	473.41
SREI Equipment Finance Limited	-	-	357.52
<b>Total</b>	<b>21,567.05</b>	<b>25,787.77</b>	<b>26,715.23</b>

- 40.1 During the year ended 31st March, 2022, the Company has received Settlement of Debt letter (settlement) dated 4th March, 2022 from Edelweiss Assets Reconstruction Company Limited (EARC) with Cut-off date as on 30th September 2021. EARC has settled its existing dues at Rs. 36,510.00 Lakh as the Settlement Amount. In view of the above, accounting treatment of the settlement has been given in the books during the year ended 31st March, 2022. The Company has recorded the gain on settlement as an exceptional item of Rs. 46,698.57 Lakh (comprising of principal of Rs. 21,567.05 Lakh and interest of Rs. 25,131.52 Lakh) and additional interest of Rs. 24,884.30 Lakh.
- 40.2 The Company has defaulted in agreed repayment schedule of original sanction letter dated 27th June, 2017. During the year ended 31st March, 2022, the Company has received Settlement of Debt letter (settlement) dated 15th March, 2022 from Axis Bank. Axis Bank has settled its existing dues at Rs. 1,471.41 Lakh as the Settlement Amount. In view of the above, accounting treatment of the settlement has been given in the books during the year ended 31st March, 2022 and the Company has recorded the gain on settlement as an exceptional item of Rs. 656.25 Lakh (comprising of interest) and additional interest of Rs. 473.41 Lakh.
- 41 During the earlier years, the Company had received settlement of debt letter / consent letters in respect of some of the lenders. The settlements have not been completed for various reasons and also the financial / operational creditors have filed petitions under the provisions of Insolvency and Bankruptcy Code ('IBC'). The Company has also received a notice under SARFAESI Act from its Lenders.
- 42 **Disclosures under Micro, Small And Medium Enterprises:**

(Rs. in Lakh)				
Sr. No.	Description	As at 31st March 2024	As at 31st March 2023	As at 1st April, 2022
a)	Principal amount due and remaining unpaid	260.09	237.74	289.95
b)	Interest due thereon remaining unpaid	11.20	6.16	13.53
c)	Interest paid by the Company in terms of Section 16 of the MSMED Act, 2016, along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-	-
d)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-
e)	Interest accrued and remaining unpaid	11.20	6.16	13.53
f)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the micro and small enterprises.	-	-	-



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

Note: Dues to Micro, Small and Medium enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Company and relied upon by the Auditors.

**43 Employee Benefits**

**43.1 Disclosure pursuant to Indian Accounting Standard (IND AS) 19 – Employee Benefits**

**(a) Defined Contribution Plan:**

Contribution to Defined Contribution Plan, recognised as expenses for the years are as under:

Particulars	(Rs. in Lakh)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Employer's Contribution to Provident Fund	4.39	4.45
Employer's Contribution to Pension Scheme	9.98	10.11
Employer's Contribution to ESIC	0.42	0.25

**(b) Brief descriptions of the plans**

The Company's defined contribution plans are Provident Fund and Employees State Insurance where the Company has no further obligation beyond making the contributions. The Company's defined benefit plans include gratuity. The employees are also entitled to leave encashment as per the Company's policy.

**(c) Leave Encashment:**

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Provision recognised in the Balance Sheet</b>			
Current Provision as at the end of the year	9.99	6.04	6.36
Non Current Provision as at the end of the year	16.68	17.90	20.34
Provision recognised in the Balance Sheet	26.67	23.94	26.70

**(d) Defined benefit plan – Gratuity:**

The employee's Gratuity fund is non funded. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognised each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up to final obligation.

Particulars	(Rs. in Lakh)	
	Year ended 31st March 2024	Year ended 31st March 2023
<b>I. Actuarial assumptions</b>		
Mortality Table	Indian Assured lives Mortality (2012-14) Ult	Indian Assured lives Mortality (2012-14) Ult
Discount rate	7.15%	7.30%
Expected return on plan assets	7.30%	5.70%
Salary Escalation Rate	5.00%	5.00%
Withdrawal Rate	20.00%	20.00%
Retirement Age	58 Years	58 Years
<b>II. Change in Present value of defined benefit obligations</b>		
Provision as at the beginning of the year	74.83	80.81
Interest cost	5.48	4.65
Current service cost	8.06	7.92
Liability transferred to group companies	(0.13)	(4.64)
Benefits paid	(1.18)	(9.47)
Actuarial (gain)/loss on obligations	(1.68)	(4.44)
Provision as at the end of the year	85.38	74.83
<b>III. Change in Fair value of plan assets</b>		
Fair value of plan assets as at the beginning of the year	20.29	19.12
Expected return on plan assets	1.48	1.17
Actual Enterprise's Contributions	-	-
Benefits paid	-	-
Actuarial gain/(loss) on plan assets	-	-
Fair value of plan assets as at the end of the year	21.77	20.29
<b>IV. Actual return on plan assets</b>		
Expected return on plan assets	1.48	1.17
Actuarial gain/(loss) on plan assets	-	-
Actual return on plan assets	1.48	1.17
<b>V. Provision recognised in the Balance Sheet</b>		
Provision as at the end of the year	85.38	74.83
Fair value of plan assets as at the end of the year	21.77	20.29
Provision recognised in the Balance Sheet	63.61	54.54



**Arshiya Limited**
**Notes to the financial statements for the year ended 31st March, 2024**

<b>VI. Percentage of each category of plan assets to total fair value of plan assets</b>		
Insurer managed funds	100%	100%
<b>VII. Amount recognised in the Statement of Profit and Loss</b>		
Current service cost	8.06	7.92
Interest cost	5.48	4.65
Expected return on plan assets	(1.48)	(1.17)
Net actuarial (gain)/loss to be on obligation	(1.68)	(4.44)
Expense recognised in Statement of Profit and Loss	10.38	6.96
<b>VIII. Amount recognised in the Other Comprehensive Income (OCI)</b>		
Due to Change in financial assumptions	0.36	(2.87)
Due to Change in demographic assumption	-	-
Due to Change in experience assumption	(2.04)	(1.57)
Expected return on plan assets	-	-
Total remeasurement recognised in OCI	(1.68)	(4.44)
<b>IX. Balance Sheet reconciliation</b>		
Opening net provision	54.54	61.69
Expenses recognised in Profit & Loss	12.06	11.40
Actual Employer Contribution	(1.18)	(9.47)
Net transfer to group companies	(0.13)	(4.64)
Total Remeasurement recognised in OCI	(1.68)	(4.44)
Closing net provision	63.61	54.54

- (e) Salary escalation assumption has been set in discussions with the enterprise based on their estimates of overall long-term salary growth rates after taking into consideration expected earnings inflation as well as performance and seniority related increases.

**43.2 Sensitivity analysis:**

(Rs. in Lakh)

Particulars	Changes in assumptions	Effect on Gratuity obligation
<b>For the year ended 31st March, 2024</b>		
Salary growth rate	+0.50%	86.62
	-0.50%	84.15
Discount rate	+0.50%	84.18
	-0.50%	86.60
<b>For the year ended 31st March, 2023</b>		
Salary growth rate	+0.50%	76.03
	-0.50%	73.64
Discount rate	+0.50%	73.67
	-0.50%	76.01
<b>For the year ended 1st April, 2022</b>		
Salary growth rate	+0.50%	82.29
	-0.50%	79.37
Discount rate	+0.50%	79.39
	-0.50%	82.28

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognised in the balance sheet.

These plans typically expose the Company to actuarial risks such as: longevity risk and salary risk.

- (a) Interest risk - A decrease in the discount rate will increase the plan provision.
- (b) Longevity risk - The present value of the defined benefit plan provision is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants. As such, an increase the plan's provision.
- (c) Salary risk - The present value of the defined plan provision is calculated by reference to the future salaries of plan participants. As such, as increase in the salary of the plan participants will increase the plan's provision.

43.3 The weighted average duration of the defined benefit obligation at the end of the reporting period is 2 years (31st March, 2023 - 3 years).



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

44 Ind AS 116 'Leases'

(i) Movement of carrying value of right of use of assets

Particulars	(Rs. in Lakh)		
	Building	Plant & Machinery	Furniture & Fixtures
Balance as at 1st April 2022	484.83	65.83	81.90
Add: Addition during the year	-	-	-
Less: Modification during the year	-	-	-
Less: Depreciation charge for the year	(104.22)	(29.41)	(16.70)
Balance as at 31st March 2023	360.61	36.42	65.20
Add: Addition during the year	-	96.04	-
Less: Modification during the year	-	-	-
Less: Depreciation charge for the year	(104.50)	(24.61)	(16.75)
Balance as at 31st March 2024	256.11	107.85	48.45

(ii) Movement of Lease liabilities

Particulars	(Rs. in Lakh)	
	Year Ended 31st March 2024	Year Ended 31st March 2023
Opening Balance	543.01	662.61
Add: Addition during the year	98.04	-
Add: Interest expenses on unwinding lease liabilities	72.06	78.09
Less: Payment of lease liabilities	(218.67)	(197.69)
Less: Modification during the year	-	-
Closing Balance	492.44	543.01

(iii) Maturity analysis of lease liabilities on undiscounted basis and breakup of lease liabilities included in the Balance Sheet

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
Future Non-Cancellable minimum lease commitments			
Within one year	215.32	198.90	198.59
More than one year but not less than five years	173.01	477.11	673.01
More than five years	-	-	1.00
<b>Total undiscounted lease liabilities</b>	<b>388.33</b>	<b>674.01</b>	<b>872.60</b>
Lease liabilities included in the Balance sheet			
Current Lease liabilities	139.88	144.90	165.91
Non-current Lease liabilities	352.56	398.11	496.70
<b>Total</b>	<b>492.44</b>	<b>543.01</b>	<b>662.61</b>

45 Preparation of financial statements on "Going Concern" basis

The Company has incurred net loss of Rs. 1,17,495.10 Lakhs during the year ended March 31, 2024 and as of that date, the company's current liabilities exceeded by its current assets by Rs. 1,43,369.44 lakhs. Some of its lenders have recalled their loans and initiated the legal proceeding.

The Company is undergoing Corporate Insolvency Resolution Process (CIRP) pursuant to the NCLT order dated 23rd April, 2024, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, in C.P. (IB) No.3143/MB/2019 filed by Punjab National Bank (PNB), under Section 7 of the Insolvency and Bankruptcy Code, 2016. The Company provided Corporate guarantee to PNB for loan availed by a subsidiary i.e. Arshiya Northern FTWZ Limited. Pursuant to the commencement of the CIRP, the Powers of Board and its committee has been suspended and these powers are now vested with IP Nitin Vishwanath Panchal in the capacity as the Interim Resolution Professional as per the Section 17 of the Code. As per IBC Code, IRP made public announcement on 26th April, 2024 for inviting proof of claims from the Creditors. IRP will continue till the completion of CIRP. In terms of Section 20 of IBC, currently the affairs of the Company is managed by IRP on a going concern basis. Accordingly, these Financial Statements are continued to be prepared on a Going Concern Basis.

46 During the previous year ended 31st March 2022, Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') has approved the Scheme of Arrangement ('Scheme') vide its order dated 21st January 2022 ('Order'). Assets and liabilities pertaining to domestic business has been demerged from the Company into the Resulting company i.e. Arshiya Rail Infrastructure Limited (name subsequently changed to NCR Rail Infrastructure Limited). Subsequently NCLT Order, one of the lenders has filed an appeal against the said Order before the Hon'ble National Company Law Appellate Tribunal ('NCLAT / Appellate Tribunal'), Delhi. The Appellate Tribunal by its order dated 4th March 2022, ordered to maintain 'status quo' in the matter. The Company has filed an application seeking vacation of the ad-interim stay order dated 4th March 2022 praying the Appellate Tribunal to allow the Company to complete the formalities such as allotment and listing of the shares of the Resulting Company. However, based on the legal opinion and advice, the Company has continued to prepare the financial statement after giving accounting treatment of the approved scheme by the NCLT in the year ended 31st March, 2022.

On 7th March, 2024, the Hon'ble NCLT has admitted the applications for commencement of CIRP against the Resulting Company and appointed Interim Resolution Professional (IRP). Since the Resulting company is slipped into CIRP, in view of said development the NCLAT has passed order on dated 14th March, 2024 that the scheme of Demerger has become nonest.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

Based on legal advice received on the said order of the appellate tribunal, the Company reversed the demerger's impact and restated its financial statements to include the demerged undertaking's financial results and position. This restatement is effective from the original scheme's appointed date. Pursuant to this restatement, following treatment is given in the books of account of the company:

- (a) Domestic Business of the Company comprising of 43.23 acre of land situated at Khurja and other assets and liabilities pertaining to domestic business has been demerged from the Company into Resulting company i.e. NCR Rail Infrastructure Limited ("NCR Rail"). All assets and liabilities of the demerged undertakings have been restated at their respective carrying values and the net differential amounts of Rs. 7,500.05 lakh.

Particulars	(Rs. in Lakh)
	As at 1st April, 2022
<b>Assets</b>	
Property, Plant and Equipment	7,499.35
Trade Receivables	0.01
Other Current Assets	0.69
<b>Total Assets (A)</b>	<b>7,500.05</b>

- (b) Investments amount of Rs. 86,088.63 Lakh and inter-company balances (loan) of Rs. 16,561.21 Lakh held in NCR Rail by the Company stand restated.
- (c) Upon the scheme become nonest, NCR Rail become subsidiary and AMD become step-down subsidiary of the Company.
- (d) The Scheme has been restated for as per the accounting treatment approved by the NCLT read with applicable accounting standards prescribed under section 133 of the Companies Act, 2013.
- (e) Accumulated balances (losses) in retained earnings of Rs. 1,77,705.55 Lakh as on appointed date are utilised against the securities premium account of the Company is restated.
- (f) **Reconciliation of securities Premium and Retained Earnings as at 1st April, 2022:**

Particulars	Securities Premium Account	Retained Earnings
Balance as on 31st March 2022 before restatement	60,703.60	23,839.00
Add: Land transferred under demerger scheme	-	7,499.35
Add: Other assets and liabilities of Domestic Warehousing Division (net)	-	0.70
Add: Investment in NCR Rail Infrastructure Limited	-	86,088.63
Add: loan given to NCR Rail Infrastructure Limited	-	16,561.19
Less: Impairment of investment in NCR Rail Infrastructure Limited	-	(86,088.63)
Less: Impairment of loan given to NCR Rail Infrastructure Limited	-	(14,373.51)
Less/Add: Adjustment as per Demerger Scheme	1,77,705.55	(1,77,705.55)
<b>Balance as on 1st April 2022 after restatement</b>	<b>2,38,409.15</b>	<b>(1,44,178.80)</b>

**47 Maharashtra VAT Refund Receivable**

As per the Notification dated 16th May, 2013 issued by Government of Maharashtra, MVAT exemption /refund is available to SEZ Developer after 15th October, 2011 (record date). However, the Company has claimed refund of Rs.1,684.55 Lakh in respect of transactions prior to record date, as the Company is of the view that the State Government has exempted it from Local taxes, levies and duties on goods required for authorized operations by a Developer vide GR dated 12th October, 2001 passed by Industries, Energy and Labour Department, Government of Maharashtra. The Company has filed an appeal before High Court of Bombay challenging the Constitutional validity of MVAT on various grounds and has claimed refund of Rs.1,108.80 Lakhs. The Appeal has been admitted, issues are framed and final hearing is pending. Further MVAT refund claim of Rs. 575.75 Lakhs is pending with Sales Tax Department as the matter is of similar case. Accordingly, these financial statements reflect a sum of Rs.1,684.55 Lakhs as refund receivable on account of MVAT. In case the refund is not granted, the necessary adjustment entries shall be recorded in the year in which finality is reached.

- 48 The Company's activities during the year revolve around "Developing and Operating Free Trade & Warehousing Zone (FTWZ) and Special Economic Zone (SEZ)" and "Domestic Warehousing" within India. Considering the nature of the Company's business and operations, as well as, based on reviews of operating results by the chief operating decision maker there is two reportable segment in accordance with the requirement of Ind AS 108 "Operating Segment" prescribed under Companies (Indian Accounting Standards) Rules 2015.

The assets and liabilities that cannot be allocated between the segments are shown as unallocable assets and liabilities, respectively.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

48.1 Segmental Information as at and for the year ended 31st March, 2024 is as follows:-

Particulars	(Rs. in Lakh)	
	Year Ended 31st March 2024	Year Ended 31st March 2023
<b>Segment Revenue</b>		
FTWZ / SEZ	1,376.65	2,619.48
Domestic Warehousing	-	-
<b>Total Revenue from Operations</b>	<b>1,376.65</b>	<b>2,619.48</b>
<b>Segment Results Before Tax and Interest</b>		
FTWZ / SEZ	(2,201.49)	(1,711.58)
Domestic Warehousing	-	(102.80)
<b>Total Segment Result</b>	<b>(2,201.49)</b>	<b>(1,814.38)</b>
Less: Unallocated Expenses net of Income	2,947.03	5,002.60
Less: Finance Costs	30,027.17	11,434.00
Less: Exceptional Items (Net)	(82,319.41)	-
<b>Loss before tax</b>	<b>(1,17,495.10)</b>	<b>(18,250.98)</b>
Less: Tax Expenses	-	-
<b>Loss after tax</b>	<b>(1,17,495.10)</b>	<b>(18,250.98)</b>
<b>Segment Assets</b>		
FTWZ / SEZ	85,107.12	96,111.59
Domestic Warehousing	7,236.67	7,278.67
Unallocated	62,920.00	68,383.63
<b>Total</b>	<b>1,55,265.79</b>	<b>1,71,773.89</b>
Assets of Discontinuing Operations	-	5.00
<b>Total Assets of Continuing and Discontinuing Operations</b>	<b>1,55,265.79</b>	<b>1,71,778.89</b>
<b>Segment Liabilities</b>		
FTWZ / SEZ	3,312.09	5,355.45
Domestic Warehousing	-	-
Unallocated	1,86,537.81	83,551.73
<b>Total</b>	<b>1,89,849.90</b>	<b>88,907.18</b>
Liabilities of Discontinuing Operations	-	-
<b>Total Liabilities of Continuing and Discontinuing Operations</b>	<b>1,89,849.90</b>	<b>88,907.18</b>
<b>Other Disclosures</b>		
<b>Capital Expenditure</b>		
FTWZ / SEZ	-	1.55
Domestic Warehousing	-	-
Unallocated	-	-
<b>Total</b>	<b>-</b>	<b>1.55</b>
<b>Depreciation and amortisation expenses</b>		
FTWZ / SEZ	778.78	836.62
Domestic Warehousing	-	-
Unallocated	-	-
<b>Total</b>	<b>778.78</b>	<b>836.62</b>
<b>Non-cash Expenditure</b>		
FTWZ / SEZ	1,022.47	2,339.47
Domestic Warehousing	-	-
Unallocated	3,374.46	5,483.40
<b>Total</b>	<b>4,396.93</b>	<b>7,822.87</b>

48.2 Entity-wide disclosure required by IND AS 108 are made as follows:

(a) Revenue from external sales and services

Geography	(Rs. in Lakh)	
	Year Ended 31st March, 2024	Year Ended 31st March, 2023
India	1,376.65	2,619.48
Outside India	-	-
<b>Total</b>	<b>1,376.65</b>	<b>2,619.48</b>

(b) Segment Assets

All assets are within India only.



## Arshiya Limited

### Notes to the financial statements for the year ended 31st March, 2024

#### 48.3 Information about major customers:

Revenues from three customers aggregating to Rs. 1,373.65 Lakh (31st March, 2023 Rs. 2,616.48 Lakh) exceeds 10% or more.

- 49 The Company has entered into Business Conducting and Services Agreement with Arshiya Lifestyle Limited (ALL) (wholly owned subsidiary) in relation to operation of Six Warehouses taken on sub-lease from Ascendas Panvel FTWZ Limited ("APFL"). Pursuant to the aforesaid Business Conducting and Services Agreement, the ALL will pay 99% of excess revenue / Total Income over all the expenses / charges / provisions to the Company as Business Conducting Fees. Accordingly, the Company has recognised as Business Conducting fees Rs. Nil due to losses during the year ended 31st March, 2024 (31st March 2023 - Rs. 583.60 Lakh).
- 50 The Company has entered into Business Conducting and Services Agreement with Arshiya Panvel FTWZ Services Private Limited (APFTWZ) in relation to operation of Warehouses 07 taken on sub-lease from Anomalous Infra Private Limited ("APII"). Pursuant to the aforesaid Business Conducting and Services Agreement, the APFTWZ will pay 99% of excess revenue / Total Income over all the expenses / charges / provisions to the Company as Business Conducting Fees. Accordingly, the Company has recognised as Business Conducting fees Rs. Nil due to losses during the year ended 31st March, 2024 (31st March 2023 - Rs. 299.23 Lakh).
- 51 **Investment & other exposure in subsidiaries (including erstwhile subsidiary)**
- (a) The Company had issued a corporate guarantee of Rs. 28,450.00 Lakh in favour of the lenders of Arshiya Northern FTWZ Limited ("ANFL"), a subsidiary Company. The Company has non-current investment in ANFL and extended loans to ANFL amounting to Rs. 44,625.29 Lakh and Rs. 12,913.66 Lakh, respectively. The lenders had invoked the corporate guarantee given by the Company. The Corporate Insolvency Resolution Process (CIRP) has been commenced for ANFL. However, it has not reached to the stage of receipt of plans from the Resolution Applicants. The fair value of assets and liabilities of ANFL are likely to be determined on approval by NCLT of the acceptable Resolution Plan to the lenders. Based on advice received by the Company, further reassessment of valuation of assets or its impairment, by the Company may be considered inappropriate as it may appear to be prejudiced and unfair on the part of Company, at this stage of the CIRP process. These will eventually be ascertained at the time of acceptance of the Resolution Plan by the NCLT. Accordingly, provisions for claims under corporate guarantees issued by the Company in favour of lenders of ANFL and provision for impairment of the Company's investment in and loan to ANFL are undeterminable at this juncture and shall be reviewed based on outcome of the ongoing CIRP process of ANFL.
- (b) The Company had issued a corporate guarantee of Rs. 75,400.00 Lakh in favour of the lenders of NCR Rail Infrastructure Limited ("NCR Rail"), a subsidiary Company. The Company has loans, capital advances and other receivables to NCR Rail amounting to Rs. 2,468.41 Lakh, Rs. 3,034.85 Lakh and Rs. 982.52 Lakh, respectively. The lenders had invoked the corporate guarantee given by the Company. The Corporate Insolvency Resolution Process (CIRP) has been commenced for NCR Rail. However, it has not reached to the stage of receipt of plans from the Resolution Applicants. The fair value of assets and liabilities of NCR Rail are likely to be determined on approval by NCLT of the acceptable Resolution Plan to the lenders. Based on advice received by the Company, further reassessment of valuation of assets or its impairment, by the Company may be considered inappropriate as it may appear to be prejudiced and unfair on the part of Company, at this stage of the CIRP process. These will eventually be ascertained at the time of acceptance of the Resolution Plan by the NCLT. Accordingly, provisions for claims under corporate guarantees issued by the Company in favour of lenders of NCR Rail and provision for impairment of the Company's loan to NCR Rail are undeterminable at this juncture and shall be reviewed based on outcome of the ongoing CIRP process of NCR Rail. However, the Company continues carry provision for impairment in investment and loans done during the year ended 31st March, 2020.
- (c) The Company had given guarantees to a lender of Rs. 18,500 lakh on behalf of Mira Supply Chain Management Private Limited when it was subsidiary till January 2018, of the Company. The Company charged guarantee commission @ 0.5% per annum on outstanding loan amount of Rs. 2,965.11 Lakh as on 31st March, 2024. Further, the said company has defaulted in repayment of its dues to the lenders.
- (d) The Company has provided impairment for deemed investment in subsidiaries aggregating to Rs 124.46 Lakh (31st March, 2023 - Rs. 5,483.40 Lakh).
- 52 The Company has entered into Share Purchase Agreement and extension till 31st December, 2023 with Ascendas Property Fund (India) Pte. Ltd. ("Ascendas") for sale of entire equity shares in Arshiya Northern Projects Private Limited ("ANPPL") upon fulfilment of certain conditions precedent and is subject to various corporate and statutory approvals. Hence, investment in ANPPL has been considered as Investment held for sale and discontinued operation as per Ind AS 105 "Non-Current Assets Held for Sale and Discontinued Operations".

Due to commencement of CIRP in Arshiya Northern FTWZ Limited, all such contracts made by erstwhile suspended board of directors of Arshiya Northern FTWZ Limited are not binding and hence are being rescinded. Accordingly, the Company re-classified and given necessary accounting impact in books of accounts as per applicable Indian accounting standards.

#### 53 Share Based Payments

The Board of Directors of the Company have approved grant of 4,00,000, 8,00,000 and 20,00,000 Employee Stock Options to some of the eligible and deserving employees of the Company under the Scheme of Arshiya Limited Employees Stock Option Scheme, 2019 (hereinafter referred to as the "Scheme, 2019") on 30th June 2021, 13th November, 2021 and 30th May, 2022 respectively.

The fair value of stock options has been determined at the date of grant of the stock options. This fair value, adjusted by the Company's estimate of the number of stock options that will eventually vest, is expensed over the vesting period.

The fair values were calculated using the Black-Scholes Call Option Pricing Model for tenure based stock options. The inputs to the model include the share price based on the market price at date of grant, exercise price, expected life of options, annual volatility, expected dividends and the risk free rate of interest. Annual volatility has been calculated using median of comparable peers (to the extent data available). All options are assumed to be exercised within 1 year from the date of vesting period.

The assumptions used in the calculations of the charge in respect of the stock options granted are set out below:



**Arshiya Limited**
**Notes to the financial statements for the year ended 31st March, 2024**

Particulars	ESOP 2019	ESOP 2019	ESOP 2019
No. of Options	4,00,000	8,00,000	20,00,000
Exercise Price (in Rs.)	2.00	2.00	2.00
Stock Price (in Rs.)	34.30	31.00	34.30
Implied Volatility (in %)	64.50%	64.50%	64.52%
Average Risk free rate (in %)	4.09%	4.16%	5.20%
Time of Maturity (in Years)	1.00	1.00	1.00
Dividend Yield (in %)	0%	0%	0%
Average Fair value of Options (in Rs.)	32.38	29.08	19.07
Option Granted Date	30th June, 2021	13th November, 2021	30th May, 2022
Vesting Date	30th June, 2022	13th November, 2022	30th May, 2023

Based on the above, the Company recognized total expenses of Rs. 37.62 lakhs (31st March, 2023- Rs. 26.35 lakhs) [net off amount transferred to subsidiaries Rs. Nil for year ended 31st March 2024 (31st March, 2023 - Rs. 179.37 lakhs)] related to above equity settled share-based payment transactions.

During the year ended 31st March 2023, the Company has allotted 12,00,000 equity shares to eligible employees upon exercised under the Arshiya Limited Employee Stock Option Scheme 2019.

Movement of share options during the year as below:

Particulars	(in Numbers)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening Balance	12,00,000	32,00,000
Add: Options granted	-	-
Less: Options Lapsed	-	(8,00,000)
Less: Options exercised	-	(12,00,000)
Closing Balance	12,00,000	12,00,000

**54 Earnings per share:**

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
(Loss)/ Profit for the year (Rs. in Lakh)	(1,17,495.10)	(18,250.98)
Add: Share based payment	37.62	26.35
Total (Loss)/ Profit for the year for diluted EPS (Rs. in Lakh)	(1,17,457.48)	(18,224.63)
<b>Number of equity shares</b>		
Weighted average number of equity shares (Number)	26,34,75,916	26,27,29,614
Add: Employee Stocks Options (ESOP)	10,74,148	10,74,148
Total Weighted average number of equity shares/ESOP	26,45,50,063	26,38,03,762
Nominal value per share (Amount in Rs.)	2.00	2.00
Earnings per share (Amount in Rs.)		
Basic	(44.59)	(6.95)
Diluted	(44.59)	(6.95)

ESOP has an anti-diluting effect on earnings per share hence have not been considered for the purpose of computing dilutive earnings per share.

**55 Taxation**
**55.1 Tax Reconciliation**

Particulars	(Rs. in Lakh)	
	Year ended 31st March 2024	Year ended 31st March 2023
<b>Reconciliation of tax expense</b>		
(Loss) / Profit before tax	(1,17,495.10)	(18,250.98)
Enacted income tax rate (%) applicable to the Company	25.17%	25.17%
Tax expenses calculated at enacted income tax rate	(29,571.17)	(4,593.41)
Related to Property, Plant & Equipment	148.33	153.76
Effect of Expenses that are not deductible in determining taxable profit	29,285.47	4,597.15
Effect of Income that are not considered in determining taxable profit	(160.84)	(341.68)
Tax holiday benefit avail under section 80IAB of Income Tax Act, 1961	-	-
Effect of unused Tax Losses	298.21	184.18
Earlier Year's tax	-	-
Income tax expense recognised in statement of profit and loss	-	-

55.2 The Company has not recognised any deferred tax assets on deductible temporary differences, unused tax losses as it is not probable that the Company will have sufficient future taxable profit which can be available against the available tax losses.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

**55.3 Unused tax losses for which no deferred tax assets has been recognised**

(Rs. in Lakh)			
Assessment Year	Business Loss	Available for utilization till	Unabsorbed Depreciation
2014-2015	-		881.69
2015-2016	-		4,322.75
2016-2017	-		4,011.34
2017-2018	35,831.55	A.Y. 2025-2026	3,826.58
2018-2019	13,483.44	A.Y. 2026-2027	559.56
2019-2020	-	A.Y. 2027-2028	-
2022-2023	-	A.Y. 2030-2031	-
2023-2024	723.76	A.Y. 2031-2032	225.67
2024-2025	995.47	A.Y. 2032-2033	189.42
<b>Total</b>	<b>51,034.22</b>		<b>14,017.01</b>

Assessment Year	Long term Capital Loss	Available for utilization till
2016-2017	1,656.88	A.Y. 2024-2025
2019-2020	528.93	A.Y. 2027-2028
2023-2024	5,627.74	A.Y. 2031-2032
<b>Total</b>	<b>7,813.55</b>	

Deferred tax assets as at 31st March, 2024 Rs. 22,667.33 Lakh (31st March, 2023 - Rs. 16,095.72 Lakh) has not been recognised, as there is no convincing evidence that sufficient taxable profits will be available against which the unadjusted tax losses will be utilized by the Company. Details of deferred tax assets are mentioned below:

Particulars	(Rs. in Lakh)	
	As at 31st March, 2024	As at 31st March, 2023
Property, Plant and Equipment	4,831.28	4,941.23
Unabsorbed depreciation	(3,527.80)	(3,480.13)
Expense disallowable under the Income Tax Act	(11,212.59)	(4,386.83)
Unabsorbed losses	(12,844.29)	(12,993.63)
Financial Instruments	88.07	(176.36)
<b>Total Deferred tax assets</b>	<b>(22,667.33)</b>	<b>(16,095.72)</b>



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

56 Related party disclosures, as required by Indian Accounting Standard 24 "Related Party Disclosures" (IND AS-24) and Indian Accounting Standard 112 "Disclosure of Interests in Other Entities" (IND AS-112) as given below:

S. No.	Name of the entity	Country of Incorporation	Proportion of interest (including beneficial interest/voting power (either directly/indirectly or through subsidiaries))		
			31st March, 2024	31st March, 2023	1st April, 2022
<b>Direct Subsidiaries:</b>					
(i)	Arshiya Northern FTWZ Limited (Under CIRP w.e.f. 14th November 2022)	India	100%	100%	100%
(ii)	NCR Rail Infrastructure Limited (Under CIRP w.e.f. 7th March 2024) (Refer Note No. 46)	India	100%	100%	100%
(iii)	Arshiya Technologies (India) Private Limited	India	100%	100%	100%
(iv)	Arshiya Lifestyle Limited	India	100%	100%	100%
(v)	Arshiya Logistics Services Limited	India	100%	100%	100%
(vi)	Arshiya Northern Projects Private Limited	India	100%	100%	100%
(vii)	Arshiya Infrastructure Developers Private Limited	India	100%	100%	100%
(viii)	Unravalled Infrastructure Private Limited	India	100%	100%	100%
(ix)	Arshiya Data Centre Private Limited	India	100%	100%	100%
<b>Indirect Subsidiaries:</b>					
<b>Held through Arshiya Logistics Services Limited:</b>					
(x)	Arshiya 3PL Services Private Limited	India	100%	100%	100%
(xi)	Arshiya Parvel Logistics Services Private Limited	India	100%	100%	100%
(xii)	Arshiya Distribution Hub Private Limited	India	100%	100%	100%
<b>Held through Arshiya Lifestyle Limited:</b>					
(xiii)	Arshiya Parvel FTWZ Services Private Limited	India	100%	100%	100%
<b>Held through NCR Rail Infrastructure Limited:</b>					
(xiv)	AMD Business Support Services Private Limited	India	100%	100%	100%

**(i) Key Management Personnel**

Mr. Ajay S Mittal – Chairman and Managing Director (also having significant influence)  
 Ms. Archana A Mittal – Joint Managing Director (also having significant influence)  
 Mr. Dinesh Kumar Sodani – Chief Financial Officer  
 Mr. Ajit Dabholkar – Company Secretary and Compliance Officer (w.e.f. 14th February, 2023 till 1st August, 2024)  
 Ms. Kunjal Parekh – Company Secretary and Compliance Officer (till 14th November, 2022 to 31st December, 2022)  
 Ms. Ratika Gandhi – Company Secretary and Compliance Officer (till 4th June, 2022)

**(ii) Relative of Key Management Personnel**

Mr. Ananya Mittal – Corporate Strategy Officer (Arshiya Group till August 2023)

**(iii) Enterprise owned or significantly influenced by key management personnel or their relatives**

Laxmipati Balaji Supply Chain Management Limited

The nature and amount of transactions with the above related parties are as follows

Nature of transactions	Name of the Party	(Rs. in Lakh)	
		31st March, 2024	31st March, 2023
Revenue from operations (including business conducting fees)	Arshiya Lifestyle Limited	600.00	1,783.60
	Arshiya Parvel FTWZ Services Private Limited	240.00	299.23
Income billed to customer on behalf of the Subsidiary Company	Arshiya Lifestyle Limited	9.09	210.89
Interest income	AMD Business Support Services Private Limited	-	174.19
Unwinded Interest Income on Loan to subsidiaries	Arshiya Lifestyle Limited	273.60	292.11
	Arshiya Parvel FTWZ Services Private Limited	73.05	65.03
Financial Guarantees Income	Arshiya Lifestyle Limited	13.08	46.36
	Arshiya Parvel FTWZ Services Private Limited	62.70	62.29
Unwinding Interest on Lease Liabilities	Arshiya Northern FTWZ Limited	9.63	-
	NCR Rail Infrastructure Limited	13.26	-
Reimbursement/Allocation of common costs and expenses recovered (Refer Note No. 56 & 62)	NCR Rail Infrastructure Limited	172.30	170.24
	Arshiya Northern FTWZ Limited	-	69.40
	Arshiya Lifestyle Limited	268.11	321.63
	Arshiya Data Centre Private Limited	-	119.58
	Laxmipati Balaji Supply Chain Management Limited	-	13.08
Lease rent expense	Arshiya Northern FTWZ Limited	49.32	57.76
	NCR Rail Infrastructure Limited	27.78	5.00
Electricity expense	Laxmipati Balaji Supply Chain Management Limited	105.12	96.58
Remuneration paid to Key Managerial Person**	Mr. Dinesh Kumar Sodani	70.36	56.16
	Mr. Ajit Dabholkar	43.92	5.65
	Ms. Kunjal Parekh	-	1.61
	Ms. Ratika Gandhi	-	4.61
Loans and advances given	Arshiya Northern FTWZ Limited	223.28	523.83
	Arshiya Technologies (India) Private Limited	0.40	1.33
	Arshiya Logistics Services Limited #	1,281.75	1,431.52



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

Loans and advances given	Unravalled Infrastructure Private Limited	1.72	- 1.87
	Arshiya Infrastructure Developers Private Limited	0.31	1.76
	Arshiya Northern Projects Private Limited	7.78	2.73
	Arshiya Panvel FTWZ Services Private Limited	3.78	45.00
	Arshiya Panvel Logistics Services Private Limited	363.61	169.07
	Arshiya Data Centre Private Limited	- 0.65	0.69
	Arshiya 3PL Services Private Limited	8.00	27.77
	Arshiya Distribution Hub Private Limited	0.33	0.08
	NCR Rail Infrastructure Limited	-	322.74
	AMD Business Support Services Private Limited	1,210.13	3,031.94
Loans and advances given repaid/adjusted	Arshiya Northern FTWZ Limited	124.85	2,483.57
	Arshiya Technologies (India) Private Limited	-	0.20
	Arshiya Lifestyle Limited	1,771.72	-
	Arshiya Logistics Services Limited #	1,281.75	1,431.52
	Unravalled Infrastructure Private Limited	-	0.20
	Arshiya Infrastructure Developers Private Limited	-	0.20
	Arshiya Northern Projects Private Limited	4.00	-
	Arshiya Panvel FTWZ Services Private Limited	898.59	969.30
	Arshiya Panvel Logistics Services Private Limited	361.00	206.08
	Arshiya Data Centre Private Limited	-	0.20
	Arshiya 3PL Services Private Limited	13.98	26.26
	Arshiya Distribution Hub Private Limited	-	0.06
	NCR Rail Infrastructure Limited	-	315.23
	AMD Business Support Services Private Limited	471.55	183.26
Loans and advances taken	Mr. Ajay S Mittal	217.85	79.73
	Ms. Archana A Mittal	134.89	148.59
Loans and advances taken repaid/adjusted	Mr. Ajay S Mittal	148.21	38.32
	Ms. Archana A Mittal	173.44	73.90
Debts adjusted against invoked shares sold	Ms. Archana A Mittal	-	876.83
Refundable Pre Bid Earnest Money given	Arshiya Northern FTWZ Limited	25.00	-
Refundable Pre Bid Earnest Money return back	Arshiya Northern FTWZ Limited	25.00	-
Assignment of Loan taken *	NCR Rail Infrastructure Limited	614.92	4,477.43
Assignment of Loan given*	AMD Business Support Services Private Limited	614.92	4,477.43
Capital advance given	NCR Rail Infrastructure Limited	522.57	4,477.43
Fair value adjustment on capital advance given	NCR Rail Infrastructure Limited	522.57	1,442.58
Security deposit given	Laxmipati Balaji Supply Chain Management Limited	16.10	19.00
Security deposit received back	Laxmipati Balaji Supply Chain Management Limited	-	19.00
Deemed Equity in Subsidiary	Arshiya Lifestyle Limited	-	750.18
Impairment of loan given to subsidiary	Arshiya Lifestyle Limited	3,250.00	-
Provision for impairment of others recoverables	Arshiya Data Centre Private Limited	488.72	-
Cancellation of Lease transactions	Arshiya Data Centre Private Limited	13,067.99	-
Impairment of deemed equity in subsidiary	Arshiya Northern FTWZ Limited	-	696.95
	Arshiya Lifestyle Limited	124.46	2,137.05
	Arshiya Data Centre Private Limited	-	2,649.40
Corporate guarantees reduced	Arshiya Lifestyle Limited	5,817.31	6,440.01
	Arshiya Panvel FTWZ Services Private Limited	2,048.27	1,833.61

# As per the arrangements, inter-alia, entered into between the Company, Arshiya Logistics Services Limited (ALSL) and Arshiya Lifestyle Limited (ALL), the balance payable to ALSL has been adjusted against balance receivable to ALL and the net payable to ALL has been disclosed.

\*Loan given to AMD Business Support Services Private Limited is assigned to NCR Rail Infrastructure Limited which is 100% wholly own subsidiary of NCR Rail Infrastructure Limited through assignment agreements.



**Arshiya Limited**

Notes to the financial statements for the year ended 31st March, 2024

**Closing Balances**

Nature	Related Party	(Rs. in Lakh)		
		As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
Loans and advances given	Arshiya Northern FTWZ Limited	12,913.66	12,815.23	14,705.57
	Arshiya Technologies (India) Private Limited	8.01	7.61	6.48
	Arshiya Lifestyle Limited	1,038.61	5,786.73	5,494.62
	Arshiya Logistics Services Limited	-	-	-
	Unvalued Infrastructure Private Limited	6.49	4.77	3.10
	Arshiya Infrastructure Developers Private Limited	3.54	3.23	1.67
	Arshiya Northern Projects Private Limited	19.98	16.20	13.47
	Arshiya Parvel FTWZ Services Private Limited	1,291.56	2,114.32	2,973.59
	Arshiya Parvel Logistics Services Private Limited	2.61	-	37.01
	Arshiya Data Centre Private Limited	12.88	12.02	11.53
	Arshiya 3PL Services Private Limited	-	5.38	2.87
	Arshiya Distribution Hub Private Limited	0.33	-	-
	NCR Rail Infrastructure Limited (Refer note no 46)	16,568.70	16,568.70	16,561.19
	AMD Business Support Services Private Limited	123.65	-	1,404.33
	Less: impairment allowance for loan	(14,373.51)	(14,373.51)	(14,373.51)
<b>Total</b>	<b>17,616.51</b>	<b>22,960.68</b>	<b>26,841.92</b>	
Trade receivables	Arshiya Data Centre Private Limited	-	-	13,084.16
	Arshiya Parvel FTWZ Services Private Limited	18.22	-	-
Interest Receivables	AMD Business Support Services Private Limited	-	-	50.23
Advance from customer	Arshiya Lifestyle Limited	-	1,847.45	2,166.75
Capital advance	NCR Rail Infrastructure Limited	5,000.00	4,477.43	-
	Less: Fair value adjustment on capital advance given	(1,965.15)	(1,442.58)	-
	<b>Total</b>	<b>3,034.85</b>	<b>3,034.85</b>	<b>-</b>
Trade Payables	Laxmipati Balaji Supply Chain	3.73	-	-
Advance to suppliers	Laxmipati Balaji Supply Chain Management Limited	-	17.97	-
Other recoverable	Laxmipati Balaji Supply Chain Management Limited	-	13.08	293.79
	Arshiya Data Centre Private Limited	498.72	502.56	382.98
	Less: Provision for impairment of recoverable	(498.72)	-	-
	NCR Rail Infrastructure Limited	982.52	378.26	-
Other payables	Arshiya 3PL Services Private Limited	246.89	-	-
Security Deposits taken	Laxmipati Balaji Supply Chain Management Limited	16.10	-	-
Loans taken (including amount towards invocation of equity shares by the lenders. Refer note no. 25.2)	Mr. Ajay S Mittal	242.83	173.19	131.78
	Ms. Archana A Mittal	933.59	972.14	20.81
Personal guarantees taken	Mr. Ajay S Mittal	2,02,420.00	2,02,470.00	2,02,470.00
	Ms. Archana A Mittal	1,92,420.00	1,92,470.00	1,92,470.00
Financial Guarantee Obligations	NCR Rail Infrastructure Limited	309.98	309.98	309.88
	Arshiya Northern FTWZ Limited	56.05	56.05	56.05
	Arshiya Lifestyle Limited	-	13.08	59.44
	Arshiya Parvel FTWZ Services Private Limited	98.80	151.51	213.80
Finance Lease Liabilities	Arshiya Northern FTWZ Limited	58.25	97.94	140.34
	NCR Rail Infrastructure Limited	100.87	19.36	22.64



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

Investment in subsidiaries (Refer Note No. 7)				
Arshiya Northern FTWZ Limited	44,625.29	44,625.29	44,625.29	
NCR Rail Infrastructure Limited (refer note no 46)	82,873.93	82,873.93	82,873.93	
Arshiya Technologies (India) Private Limited	2.00	2.00	2.00	
Arshiya Lifestyle Limited	14.85	14.85	14.85	
Arshiya Logistics Services Limited	155.50	155.50	155.50	
Arshiya Infrastructure Developers Private Limited	1.00	1.00	1.00	
Unvalued Infrastructure Private Limited	1.00	1.00	1.00	
Arshiya Data Centre Private Limited	1.00	1.00	1.00	
Arshiya Northern Projects Private Limited	5.00	-	-	
Provision for impairment in the value of investment	(82,873.93)	(82,873.93)	(82,873.93)	
<b>Total</b>	<b>44,806.64</b>	<b>44,806.64</b>	<b>44,806.64</b>	

Deemed Equity (Refer Note No.7)				
Arshiya Northern FTWZ Limited	-	-	606.96	
NCR Rail Infrastructure Limited (refer note no 46)	-	3,214.71	3,214.71	
Arshiya Lifestyle Limited	497.85	622.31	2,759.36	
Arshiya Data Centre Private Limited	-	-	2,649.40	
Provision for impairment in the value of	-	(3,214.71)	(3,214.71)	
<b>Total</b>	<b>497.85</b>	<b>622.31</b>	<b>6,105.72</b>	

Assets held for sale (Refer Note No. 16)	Investment in Subsidiary			
	Arshiya Northern Projects Private Limited	-	5.00	5.00

Corporate guarantees/securities issued to				
Arshiya Northern FTWZ Limited	28,450.00	28,450.00	28,450.00	
NCR Rail Infrastructure Limited	75,400.00	75,400.00	75,400.00	
Arshiya Lifestyle Limited	-	5,817.31	12,257.32	
Arshiya Panvel FTWZ Services Private Limited	9,416.97	11,465.24	13,298.85	

Corporate guarantees/securities received from (Refer Note No.25.1 (2)(e))				
NCR Rail Infrastructure Limited	550.00	550.00	550.00	
Arshiya Northern FTWZ Limited	-	-	-	

\*\*As the liabilities for defined benefit plans are provided on actuarial basis for all the employees, the amounts pertaining to Key Management Personnel are not separately identified and hence not included.

Transactions with related parties in the nature of rendering of services, finance lease income, procurement of services and purchase of assets are at arm's length price.

(iv) **Outstanding balances of Companies under CIRP**

(Rs. in Lakh)

Nature	Related Party	Before CIRP Period	During CIRP Period	Total as on 31st March 2024
Loan and advances given	Arshiya Northern FTWZ Limited (Under CIRP w.e.f. 14th November 2022)	12,897.37	16.29	12,913.66
	NCR Rail Infrastructure Limited (Under CIRP w.e.f. 7th March 2024)	16,568.70	-	16,568.70
	Less: Impairment allowance for loan	(14,373.51)	-	(14,373.51)
	<b>Total</b>	<b>15,092.56</b>	<b>16.29</b>	<b>15,108.85</b>
Capital advance	NCR Rail Infrastructure Limited (Under CIRP w.e.f. 7th March 2024)	5,000.00	-	5,000.00
	Less: Fair value adjustment on capital advance given	(1,965.15)	-	(1,965.15)
	<b>Total</b>	<b>3,034.85</b>	<b>-</b>	<b>3,034.85</b>
Other recoverable	NCR Rail Infrastructure Limited (Under CIRP w.e.f. 7th March 2024)	903.50	79.02	982.52

57 Loans and Advances in the nature of Loans to Subsidiaries and Loans to Company in which directors are interested (Pursuant to the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015):

**Loans and Advances to Subsidiaries and Related Party**

(Rs. in Lakh)

Name of the Subsidiary & Related Party	Outstanding as on	Amount outstanding	Maximum amount outstanding during the year	% of total loans and advances
Arshiya Northern FTWZ Limited	31st March, 2024	12,913.66	12,917.64	40.52%
	31st March, 2023	12,815.23	14,733.28	34.33%
	1st April, 2022	14,705.57	14,705.57	35.68%
Arshiya Technologies (India) Private Limited	31st March, 2024	8.01	8.02	0.03%
	31st March, 2023	7.61	7.62	0.02%
	1st April, 2022	6.48	6.48	0.02%
Arshiya Lifestyle Limited	31st March, 2024	1,038.61	6,060.33	3.26%
	31st March, 2023	5,786.73	6,060.33	15.50%
	1st April, 2022	5,494.62	6,060.33	13.33%
Unvalued Infrastructure Private Limited	31st March, 2024	6.49	6.50	0.02%
	31st March, 2023	4.77	4.78	0.01%
	1st April, 2022	3.10	3.10	0.01%



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

Arshiya Infrastructure Developers Private Limited	31st March, 2024	3.54	3.55	0.01%
	31st March, 2023	3.23	3.23	0.01%
	1st April, 2022	1.67	1.67	0.00%
Arshiya Northern Projects Private Limited	31st March, 2024	19.98	20.95	0.06%
	31st March, 2023	16.20	16.20	0.04%
	1st April, 2022	13.47	13.47	0.03%
Arshiya Panvel FTWZ Services Private Limited	31st March, 2024	1,291.56	2,579.74	4.05%
	31st March, 2023	2,114.32	3,545.68	5.66%
	1st April, 2022	2,973.59	3,632.50	7.21%
Arshiya Panvel Logistics Services Private Limited	31st March, 2024	2.61	88.19	0.01%
	31st March, 2023	-	49.93	0.00%
	1st April, 2022	37.01	37.07	0.09%
Arshiya Data Centre Private Limited	31st March, 2024	12.88	12.89	0.04%
	31st March, 2023	12.02	12.03	0.03%
	1st April, 2022	11.53	17.13	0.03%
Arshiya 3PL Services Private Limited	31st March, 2024	-	9.46	0.00%
	31st March, 2023	5.38	9.20	0.01%
	1st April, 2022	2.87	176.50	0.01%
Arshiya Distribution Hub Private Limited	31st March, 2024	0.33	0.33	0.00%
	31st March, 2023	-	0.06	0.00%
	1st April, 2022	-	-	0.00%
NCR Rail Infrastructure Limited	31st March, 2024	16,568.70	16,568.70	51.99%
	31st March, 2023	16,568.70	16,568.70	44.38%
	1st April, 2022	16,561.19	16,561.19	40.18%
AMD Business Support Services Private Limited	31st March, 2024	-	614.92	0.00%
	31st March, 2023	-	3,409.33	0.00%
	1st April, 2022	1,404.33	3,638.42	3.41%
<b>Total</b>	31st March, 2024	<b>31,866.37</b>		<b>100.00%</b>
	31st March, 2023	<b>37,334.19</b>		<b>100.00%</b>
	1st April, 2022	<b>41,215.43</b>		<b>100.00%</b>

**58 Details of loans given, investments made and guarantees given covered under Section 186(4) of the Companies Act, 2013:**

(a) Details of investments made have been given as part of Note No. 7

(b) Loans and Financial Guarantees given below:

Name of the Company	Nature of transaction	As at	As at	As at
		31st March, 2024	31st March, 2023	1st April, 2022
Arshiya Northern FTWZ Limited	Loan given	12,913.66	12,815.23	14,705.57
	Corporate Guarantee given	28,450.00	28,450.00	28,450.00
Arshiya Technologies (India) Private Limited	Loan given	8.01	7.61	6.48
	Corporate Guarantee given	-	5,817.31	12,257.32
Arshiya Lifestyle Limited	Loan given	1,038.51	5,786.73	5,494.62
	Corporate Guarantee given	-	-	-
Unravalled Infrastructure Private Limited	Loan given	6.49	4.77	3.10
Arshiya Infrastructure Developers Private Limited	Loan given	3.54	3.23	1.67
Arshiya Northern Projects Private Limited	Loan given	19.98	16.20	13.47
Arshiya Panvel FTWZ Services Private Limited	Loan given	1,291.56	2,114.32	2,973.59
	Corporate Guarantee given	9,415.97	11,465.24	13,298.85
Arshiya Panvel Logistics Services Private Limited	Loan given	2.61	-	37.01
Arshiya Data Centre Private Limited	Loan given	12.88	12.02	11.53
Arshiya 3PL Services Private Limited	Loan given	-	5.38	2.87
Arshiya Distribution Hub Private Limited	Loan given	0.33	-	-
NCR Rail Infrastructure Limited	Loan given	16,568.70	16,568.70	16,561.19
	Corporate Guarantee given	75,400.00	75,400.00	75,400.00
AMD Business Support Services Private Limited	Loan given	123.65	-	1,404.33
Mira Supply Chain Management Private Limited (erstwhile subsidiary)	Corporate Guarantee given	18,500.00	18,500.00	18,500.00

Loan and guarantee is given for commercial and corporate purpose.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

- 59 During the year, the Company has allocated certain common costs and expenses incurred by it, being the Holding Company, to its subsidiaries and related party aggregating to Rs. 440.41 Lakh (31st March, 2023 - Rs. 693.93 Lakh,) based on management's estimates of such costs and expenses attributable to them. Hence, certain expenses stated under Employee benefits expenses (Refer Note No. 33) and Other expenses (Refer Note No. 36) are presented as net of allocation of certain common costs and expenses.

Particulars	(Rs. in Lakh)	
	Year ended 31st March, 2024	Year ended 31st March, 2023
Employee benefits expenses	-	179.37
Other expenses	440.41	514.56
<b>Total Reimbursement/Allocation of common costs and expenses recovered</b>	<b>440.41</b>	<b>693.93</b>

60 **Financial Risk Management**

The Company's principal financial liabilities comprises of borrowings, trade and other payables and financial guarantees contracts. The main purpose of these financial liabilities is to manage for the Company's and subsidiaries' operations. The Company's financial assets comprises of investment, loans, trade and other receivables, cash and deposits that arises directly from its operations.

The Company's activities expose it to variety of financial risks including credit risk, liquidity risk and market risk. The Company's risks management assessment, management and processes are established to identify and analyse the risks faced by the Company to set up appropriate risks limits and controls, and to monitor such risks and compliances with the same. Risks assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Ageing analysis	Regular review of credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of borrowing facilities
Market risk – foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Sensitivity analysis	Unhedged
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Unhedged

The Company's risk management is carried out by a corporate finance team under the policies approved by the Board of Directors. The Board provides written principles for overall risk management as well as policies covering specific areas, such as credit risk, interest rate risk.

(a) **Credit Risk**

The Company is exposed to credit risk, which is risk that counterparty will default on its contractual obligation resulting in a financial loss to the Company. Credit risk arises from cash and cash equivalents as well as credit exposures to trade customers including outstanding receivables.

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. Outstanding customer receivables are regularly monitored. Credit risk is high as only few customers' account for majority of the revenue in the year presented. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain.

(b) **Liquidity Risk**

Liquidity risk is the risk that the Company may not be able to meet its financial obligations without incurring unacceptable losses. The Company's objective is to, at all times; maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company limits its liquidity risk by ensuring regular monitoring of funds from trade and other receivables. The Company relies on assets light business model through monetization of assets and tie-up of construction funding and operating cash flows to meet its needs for funds.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

Particulars	(Rs. in Lakh)		
	less than 1 year	1 to 5 years	More than 5 year
<b>31st March, 2024</b>			
<b>Financial liabilities</b>			
Borrowings	81,648.81	-	-
Trade payables	1,266.63	-	-
Lease liabilities	139.88	352.56	-
Creditors for Capital Goods	67.77	-	-
Financial guarantee obligations	408.10	56.73	-
Other financial liabilities	1,05,009.20	-	-
<b>Total</b>	<b>1,88,540.19</b>	<b>409.29</b>	<b>-</b>



**Arshiya Limited**  
**Notes to the financial statements for the year ended 31st March, 2024**

(Rs. in Lakh)			
Particulars	less than 1 year	1 to 5 years	More than 5 year
<b>31st March, 2023</b>			
<b>Financial liabilities</b>			
Borrowings	80,004.84	-	-
Trade payables	1,210.29	-	-
Lease liabilities	144.90	398.11	-
Creditors for Capital Goods	67.77	-	-
Financial guarantee obligations	442.61	88.01	-
Other financial liabilities	23,355.40	-	-
<b>Total</b>	<b>85,225.81</b>	<b>486.12</b>	<b>-</b>
<b>1st April, 2022</b>			
<b>Financial liabilities</b>			
Borrowings	41,480.66	18,502.21	-
Trade payables	1,368.98	-	-
Lease liabilities	165.91	496.70	-
Creditors for Capital Goods	66.04	-	-
Financial guarantee obligations	470.98	161.53	6.76
Other financial liabilities	12,058.02	-	-
<b>Total</b>	<b>55,590.59</b>	<b>19,160.44</b>	<b>6.76</b>

(Rs. in Lakh)			
Particulars	less than 1 year	1 to 5 years	More than 5 year
<b>Contractual maturities of financial assets</b>			
<b>31st March, 2024</b>			
Loans	16,936.49	680.02	-
Trade receivables	24.22	-	-
Cash and cash equivalent	11.67	-	-
Other bank balances	25.03	-	-
Other financial assets	12,302.33	44.70	-
<b>Total</b>	<b>29,299.74</b>	<b>724.72</b>	<b>-</b>
<b>31st March, 2023</b>			
Loans	22,353.70	606.98	-
Trade receivables	13,064.16	-	-
Cash and cash equivalent	8.80	-	-
Other bank balances	23.03	-	-
Other financial assets	13,611.28	51.07	-
<b>Total</b>	<b>49,060.97</b>	<b>658.05</b>	<b>-</b>
<b>1st April, 2022</b>			
Loans	22,461.36	4,380.56	-
Trade receivables	13,555.59	-	-
Cash and cash equivalent	20.29	-	-
Other bank balances	15.03	-	-
Other financial assets	4,709.53	96.09	-
<b>Total</b>	<b>40,761.80</b>	<b>4,476.65</b>	<b>-</b>

Note: Investments in subsidiaries are valued at cost less impairment loss (if any) in accordance with Ind AS 27 'Separate Financial Statements', consequently the same is not disclosed in maturity profile tabulated above.

(c) **Market Risk**

Market Risk is the risk that the fair value of future cash flow of a financial instruments will fluctuate because of volatility of prices in the financial markets. Market risk can be further segregated as: 1) Foreign currency risk and 2) Interest rate risk.

**1 Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flow or an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities.

**1.1 Foreign currency risk exposure**

(i) Details of foreign currency transactions/ balances not hedged by derivative instruments or otherwise are as under:



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

Particulars	Financial Year Ended	Foreign currency amount	Equivalent amount in INR
		(Amount in Lakh)	(Rs. in Lakh)
<b>Trade Receivables</b>			
USD	31st March, 2024	-	-
	31st March, 2023	-	-
	1st April, 2022	0.07	5.68
EUR	31st March, 2024	-	-
	31st March, 2023	-	-
	1st April, 2022	4.68	396.02
<b>Security Deposit from customers</b>			
USD	31st March, 2024	0.72	64.64
	31st March, 2023	0.92	82.03
	1st April, 2022	1.54	116.67

**1.2 Sensitivity**

The Sensitivity of profit or loss to changes in the exchange rate arises mainly from foreign currency denominated financial instruments.

(Rs. in Lakh)

Particulars	Increase/(decrease) in profit before tax		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
FX rate - increase by 1% on closing rate of reporting date	(0.65)	(0.62)	2.85
FX rate - (decrease) by 1% on closing rate of reporting date	0.65	0.82	(2.85)

The above amounts have been disclosed based on the accounting policy for exchange differences.

**2 Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Majority of the Company's borrowings is fixed rate borrowings carried at amortised cost, therefore not subject to interest rate risk as defined in IND AS - 107, since neither carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. The Company's interest rate risk arises from long term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The Company's borrowings at the variable rate were mainly denominated in Rupees.

**2.1 Interest rate risk exposure**

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period are as follows:

(Rs. In Lakh)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
Variable rate borrowing	971.41	971.41	1,471.41

**2.2 Sensitivity of Interest**

Profit or loss is sensitive to higher/lower interest expenses from borrowings as a result of changes in interest rates.

(Rs. In Lakh)

Particulars	Increase/(decrease) in profit before tax		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
50 bps increase the profit before tax by	(4.86)	(4.86)	(7.36)
50 bps decrease the profit before tax by	4.86	4.86	7.36



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

**61 Fair Value Measurements**

**(i) Financial Instruments by Category**

(Rs. in Lakh)

Particulars	Carrying Amount			Fair Value		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
<b>Financial Assets</b>						
<b>Amortised cost</b>						
Trade Receivables	24.22	13,064.16	13,555.59	24.22	13,064.16	13,555.59
Loans	17,616.51	22,960.68	26,841.92	17,616.51	22,960.68	26,841.92
Cash and Cash Equivalents	11.67	8.80	20.29	11.67	8.80	20.29
Other Bank Balances	25.03	23.03	15.03	25.03	23.03	15.03
Other Financial Assets	12,302.33	13,611.28	4,709.53	12,302.33	13,611.28	4,709.53
<b>Total</b>	<b>29,979.76</b>	<b>49,667.95</b>	<b>45,142.36</b>	<b>29,979.76</b>	<b>49,667.95</b>	<b>45,142.36</b>
<b>Financial Liabilities</b>						
<b>Amortised cost</b>						
Borrowings	81,648.61	60,028.84	59,843.54	81,648.61	60,028.84	59,843.54
Trade Payables	1,266.63	1,210.29	1,368.98	1,266.63	1,210.29	1,368.98
Creditors for Capital Goods	67.77	67.77	66.04	67.77	67.77	66.04
Security Deposits	64.64	82.03	116.67	64.64	82.03	116.67
Financial guarantee obligations	464.83	530.62	639.27	464.83	530.62	639.27
Lease Liabilities	492.44	543.01	662.61	492.44	543.01	662.61
Other financial liabilities	1,04,944.56	23,273.37	11,941.35	1,04,944.56	23,273.37	11,941.35
<b>Total</b>	<b>1,88,949.48</b>	<b>85,735.93</b>	<b>74,638.46</b>	<b>1,88,949.48</b>	<b>85,735.93</b>	<b>74,638.46</b>

**(ii) Fair Valuation techniques used to determine fair value**

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(iii) The Company assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

(iv) Equity Investments in subsidiaries are stated at cost.

**(v) Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard.

(a) **Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices.

(b) **Level 2** - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

(c) **Level 3** - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity shares, contingent consideration and indemnification assets included in level 3.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

**62 Capital Management**

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide the return to shareholders and benefit to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares (if permitted). The Company monitors capital using a gearing ratio, which is total debts divided by total equity.

Particulars	(Rs. in Lakh)		
	As at 31st March, 2024	As at 31st March, 2023	As at 1st April, 2022
Total Debts	1,86,072.98	1,61,729.85	80,527.72
Total Equity	74,248.34	82,871.71	1,00,888.51
<b>Total debt to equity ratio (Gearing ratio)</b>	<b>2.51</b>	<b>1.95</b>	<b>0.80</b>

**Notes:-**

- (i) Debt is defined as non-current and current borrowings including current maturities of borrowings and interest accrued.
- (ii) Total equity (as shown in balance sheet) includes issued capital and all other equity.
- (iii) Total debt figures are without considering effect on default of repayment of borrowings and interest thereon. Refer notes 40, 41 & 42.

**Debt Covenants**

Under the terms of Restructuring Agreement (RA), the Company is required to comply with, interalia, following financial covenants:

Without prior approval of lender, the Company shall not:

- (a) **Loans, debenture & charge** - Issue or subscribe to any debentures, shares, raise any loans, deposit from public, issue equity or preference capital, change its capital structure or create any charge on its assets including its cash flow or give any guarantees.
- (b) **Dividend on equity shares** - declare/pay dividend on equity shares unless otherwise approved by the Lender/Business Monitoring Committee in accordance with the provisions of RA.
- (c) **Investments by Borrower** - make any investments by way of deposits, loans, share capital etc. in any concern or elsewhere without prior approval of the Lender / Business Monitoring Committee.
- (d) **One time Settlement** - enter into any one time settlement or any other settlement with any lenders other than the Lender, without prior written approval of the Lender, as may be permitted under RA and disclosed to the Lender.
- (e) **Assignment** - assign or transfer of any of its right and obligations to any third party.
- (f) **Related party transactions** - enter into any related party transactions for an amount exceeding Rs. 10 Lakh per month subject to business structure and agreed by Lender.

In order to achieve this overall objective, the capital management, amongst other thing, aims to ensure that it meets financial covenants attached to the interest bearing Loans and borrowings that define capital structure requirements, there have been breaches in the financial covenants of interest bearing loans and borrowing in the current period and previous period.

The Company has not proposed any dividend in last three years in view of losses incurred.

**63 Key Financial Ratios**

Sr. No.	Particulars	31st March 2024	31st March 2023	Variation
(i)	Trade Receivables Turnover Ratio (refer note no. a)	0.21	0.20	6.89%
(ii)	Inventories Turnover Ratio	-	-	-
(iii)	Debt Service Coverage Ratio (refer note no. b)	-0.01	0.04	-136.90%
(iv)	Current Ratio (refer note no. c)	0.24	0.70	-65.28%
(v)	Debt Equity Ratio (refer note no. d)	2.51	1.95	28.41%
(vi)	Net Profit Ratio (refer note no. e)	-8534.86%	-696.74%	-7838.12%
(vii)	Trade Payables Turnover Ratio (refer note no. f)	0.47	0.72	-34.07%
(viii)	Return on Capital Employed	-1.98%	-2.79%	0.81%
(ix)	Net Capital Turnover Ratio (refer note no. g)	-0.01	-0.10	-90.27%
(x)	Return on Investment	0.00%	0.00%	0.00%
(xi)	Return on Equity Ratio (refer note no. h)	-158.25%	-22.02%	-136.22%

- a Trade Receivables Turnover Ratio is decreased due to decrease in turnover.
- b Debt Service Coverage Ratio is decreased due to decreased in earning and increased in finance cost.
- c Current ratio is decreased due to increased in finance cost in result of reversal of one time settlement.
- d Debt Equity Ratio is increased due to non payment of interest on debts and accumulated losses.
- e Net Profit Ratio decreased due to impairment of investment and loan in subsidiaries and reversal of gain on settlement of debts.
- f Trade Payables Turnover Ratio decreased due to decreased in expenses.
- g Net Capital Turnover Ratio decreased due to decreased in revenue and non payments of debts.
- h Return on Equity Ratio decreased due to impairment of investment and loan in subsidiaries and reversal of gain on settlement of debts.



**Arshiya Limited**
**Notes to the financial statements for the year ended 31st March, 2024**

Sr. No.	Ratios	Numerator	Denominator
(i)	Trade Receivables Turnover Ratio	Revenue from operations	Average trade receivable (Opening balance + closing balance) /2
(ii)	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory (Opening balance + closing balance) /2
(iii)	Debt Service Coverage Ratio	Earnings available for debt service (Net profit after tax expense + depreciation & amortization + Finance cost + Non cash operating items + other adjustment)	Finance cost & lease payment + principle repayment of long term borrowings during the year
(iv)	Current Ratio	Current Assets	Current Liabilities
(v)	Debt Equity Ratio	Total Debts + interest accrued	Total Equity
(vi)	Net Profit Ratio	Net Profit after tax	Revenue from operations
(vii)	Trade Payables Turnover Ratio	Other expenses excluding Allowance for doubtful debts, Bad debts, Foreign exchange differences, Sundry balance written off, Discarding/written off of Intangible assets under development and Loss on sale of subsidiary	Average trade payables (Opening balance + closing balance) /2
(viii)	Return on Capital Employed	Profit before interest and tax	Total Equity + Total Debts
(ix)	Net Capital Turnover Ratio	Revenue from operations	Working capital (Current asset - current liabilities)
(x)	Return on Investment	Interest income on fixed deposits + Profit on sale of investments + Income of investment - Impairment on value of investment	Current investments + Non current investments + Fixed deposits with bank
(xi)	Return on Equity Ratio	Net Profit after tax	Average total equity [(Opening Equity Share capital + Opening Other equity+Closing Equity Share Capital+Closing Other Equity)/2]

**64 Revenue from contracts with customers (IND AS 115)**

(a) The Company disaggregates revenue from contracts with customers by type of services, geography and timing of revenue recognition.

Revenue disaggregation by type of services is given note no. 31

Revenue disaggregation by geography is as follows:

Geography	(Rs. in Lakh)	
	Year Ended 31st March, 2024	Year Ended 31st March, 2023
India	1,376.65	2,619.48
Outside India	-	-
<b>Total</b>	<b>1,376.65</b>	<b>2,619.48</b>

Revenue disaggregation by timing of revenue recognition is as follows:

Particulars	(Rs. in Lakh)	
	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Services transferred over time	1,370.65	2,613.48
Consideration on Lease of Land	6.00	6.00
<b>Total</b>	<b>1,376.65</b>	<b>2,619.48</b>

Reconciliation of Revenue from Operation with contract price:

Particulars	(Rs. in Lakh)	
	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Contract Price	1,385.74	2,830.37
Reduction on account of amount recovered by subsidiary	9.09	210.89
<b>Revenue from Operations</b>	<b>1,376.65</b>	<b>2,619.48</b>



## Arshiya Limited

### Notes to the financial statements for the year ended 31st March, 2024

(b) **Transaction Price allocated to remaining performance obligations:**

The aggregate amount of the transaction price allocated to the performance obligations that are to be satisfied as of 31st March, 2024 amounts to Rs. 1,061.30 Lakh (31st March, 2023 - Rs. 1,591.95 Lakh) as per Lease deed. The remaining performance obligation are subject to several factors including Panvel storage revenue, cash flow cover, collections within 90 days or as mutually agreed. The management of the Company expects that 100% of the unsatisfied performance obligation will be recognised as revenue during the next reporting period amounting to Rs. 1,061.30 Lakh with balance in future one reporting periods thereafter.

65 During the previous year ended 31st March, 2023, the Company has allotted 12,00,000 equity shares to eligible employees upon exercise of option under the Arshiya Limited Employee Stock Option Scheme 2019. Post allotment of aforesaid shares, the paid up capital of the Company have been increased to Rs. 5,269.52 Lakh divided into equity shares 26,34,75,915 of face value of Rs. 2/- each.

66 The Company has Property, Plant & Equipment with gross block aggregating to Rs 64,911.30 Lakh (written down value aggregating to Rs 57,743.07 Lakh) and inventory of Rs 16,505.97 Lakh. The value of these assets of the Company, has been carried forward on the basis of existing accounting policies, and management is of the view that these values are supported by the commercial value realised in the past. The fair value of assets and liabilities of the Company cannot be determined till the completion of the ongoing CIRP. In view of the above, no provision for impairment is made at this stage in the financial statement.

67 Certain operational creditors of the Company have also filed petitions at NCLT under Insolvency and Bankruptcy Code, 2016. Currently the matters are sub-judice.

68 Certain creditors have initiated legal proceedings against the Company and its Directors. One creditor has initiated for winding up petition against the Company. The Company is defending the same and matter is sub-judice.

69 During the course of preparation of financial statements, e-mails have been sent to various parties, in respect of trade payables, by the Company with a request to confirm their balances out of which only few parties have responded. The management is confident and is of the view that there will not be any material variation in the said balances.

70 During the year ended 31st March 2020, the Central Bureau of Investigation conducted a search on the Company based on a complaint of UCO Bank, which is no longer a lender to the Company since 31st March 2017. In this regard, the Company has filed a petition with the Hon'ble High Court of Bombay. The Hon'ble High Court of Bombay has given interim relief in favour of the Company whereby all the adverse actions, if any has been stayed by the Hon'ble High Court as prayed and the matter is now sub-judice.

71 The Company has trade receivable from a wholly owned subsidiary viz. Arshiya Data Centre Private Limited (ADCPL) of Rs 13,064.16 Lakh as at 31st March, 2023 which are overdue. Arshiya Data Centre Private Limited (ADCPL) subsidiary of Arshiya Limited is notified as IT SEZ In Arshiya FTWZ, Panvel, Maharashtra. Due to certain challenges, the Management of ADCPL decided not to pursue the proposed Data Centre Business and thus exit from the SEZ Scheme as Co-developer. Accordingly ADCPL has applied for necessary regulatory approvals for exit from SEZ Scheme. In view of the same, the management of the Company has decided to discontinue lease transaction with ADCPL and necessary accounting treatment has been given in the books of accounts.

72 The subsidiary company i.e. Arshiya Lifestyle Limited (the lessee) had entered into the sub-lease deed executed on 3 February 2018 for 6 years by and between subsidiary company, Ascendas Panvel FTWZ Private Ltd (the lessor), the Company, Promoters i.e. Mr. Ajay S Mittal and Mrs Archana A Mittal. As stipulated in said sub-lease deed fall in promoter holding below 40% in the Company during the tenor of sub-lease period shall be considered as event of default. As the promoter holding has fallen below 40%, the lessor has forfeited partial security deposits amounting to Rs. 3,250.00 Lakh of the subsidiary company. In turn, the subsidiary company has been provided impairment of deposits during the year ended 31st March, 2024. Though the non-compliance continues, the Parent Company and Subsidiary Company has not received any notice for further forfeiture of security deposits of the subsidiary company and accordingly, the balance security deposits to the lessor is considered good for recovery based on underlying confirmation as mentioned above.

73 The directors and promoters of the Company, Mr. Ajay S Mittal and Mrs. Archana A Mittal were taken into custody by the Directorate of Enforcement, New Delhi on 11th January, 2024 in respect of personal loans availed from the father / brother of Mrs. Archana Mittal during FY 2012-13, 2013-14 and 2014-15. Part of the said personal loans were also repaid by Mr. Ajay S Mittal and Mrs. Archana A Mittal. This action taken against Mr. Ajay S Mittal and Mrs. Archana A Mittal are not connected with the Company, and both of them are defending the allegations made against them by following due process of law. Mrs. Archana A Mittal and Mr. Ajay S Mittal have been released on bail on 14th February, 2024 and 19th July, 2024 respectively by the Competent Court.

#### 74 Other Statutory Informations

(a) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

(ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



**Arshiya Limited**

**Notes to the financial statements for the year ended 31st March, 2024**

- (b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (c) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (d) There are no transactions and outstanding balances with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (e) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (f) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (g) The Company does not have any pending creation of charges or satisfaction of charges which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- (h) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (i) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (j) Utilisation of borrowed funds as on 31st March, 2023, there is no unutilised amounts in respect of any issue of securities and long term borrowings from banks and financial institutions. The borrowed funds have been utilised for the specific purpose for which the funds were raised.
- (k) The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company but the Company has voluntarily adopted the CSR policy in 2018.
- (l) During the year, the Company has not entered into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013. (Refer note no. 46)
- 75 The Parliament of India has approved the Code on Social Security, 2020 ("the Code") which, inter alia, deals with employee benefits during employment and post employment. The effective date of the Code is yet to be notified and the rules for quantifying the financial impact are also yet to be issued. In view of this, the impact of the change, if any, will be assessed and recognised post notification of the relevant provisions.
- 76 Previous year's figures have been regrouped / rearranged / restated wherever necessary to comply with requirement of Ind AS and Schedule III and in view of the Schemes become nonest as detailed in note no. 46.

Notes forming part of Financial Statements

For **ARTHA & Associates**  
Chartered Accountants  
Firm Registration Number : 138552W

  
Ankit P. Sanghavi  
Partner  
Membership Number: 131353

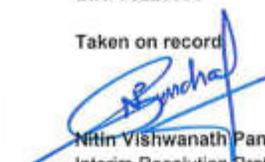
Place: Mumbai  
Date: 27-09-2024



For and on behalf of the Board of Directors (Power Suspended) of  
Arshiya Limited

  
Ajay S Mittal  
Chairman and Managing Director  
DIN: 00226355

Taken on record

  
Nitin Vishwanath Panchal  
Interim Resolution Professional  
IBBI Registration No. IBBI/IPA-001/IP-P00777/2017-18/11350

  
Dinesh Kumar Sodani  
Chief Financial Officer

