

Ref: AL/SE/0716/01

Date: 08/07/2016

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051. Fax No. 2659 8237 / 38	Corporate Relationship Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 2 nd Floor, Dalal Street, Mumbai - 400 001 Fax No. 2272 3121/ 2037
--	---

Re.: - Arshiya Limited – **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Sub: Notice of 35th Annual General Meeting of the Company and Book Closure

This is to inform you that 35th Annual General Meeting (AGM) of the Members of Arshiya Limited is scheduled to be held on Friday, 29th July, 2016 at 10:30 A.M. at Hall of Culture (Nehru Centre), Worli, Mumbai- 400 018. Copy of the Notice of Annual General Meeting is enclosed as Annexure -I.

Further, it is informed that the Register of Members and Share Transfer Books will remain closed from 23rd July, 2016 to 28th July, 2016 (both days inclusive) for the purpose of 35th Annual General Meeting of the Company to be held on 29th July, 2016.

This is for your intimation and record please.

Thanking you.

Yours faithfully,
For Arshiya Limited


Savita Dalal
Company Secretary & Compliance Officer



Arshiya Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting (AGM) of the members of Arshiya Limited is scheduled to be held on Friday, 29th July, 2016 at 10:30 A. M. at Hall of Culture (Nehru Centre), Worli, Mumbai - 400 018 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and reports of the Board of Directors and of the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 139(1), 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. M. A. Parikh & Co., Chartered Accountants (Firm Registration No. 107556W) as Statutory Auditors of the Company, approved in the 33rd Annual General Meeting for a period of three years from financial year 2014-15 to 2016-17, be and is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Prashant Karlekar & Associates, Cost Accountants, (Firm Registration Number 16075), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be paid a remuneration, for the Financial Year ended 31st March, 2016, amounting to ₹ 60,000/- (Rupees Sixty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. **Approval for Material Related party transaction(s)**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 including amendments if any therein, and in terms of applicable provisions of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the members be and is hereby accorded to the Material Related Party Transactions already entered into by the company with Arshiya Supply Chain Management Private Limited for the Financial Year 2015-16 of a value of ₹ 39,12,81,394/- (Rupees Thirty Nine Crores Twelve Lacs Eighty One Thousand Three Hundred Ninety Four Only) as per details set out under item no. 5 of the explanatory Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

6. **Approval for entering into Related party transaction(s)**

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members be and is hereby accorded to the Board of Directors, entering into contracts/arrangements/ transactions with the companies as mentioned in the Explanatory Statement annexed to the Notice (hereinafter cited to as

The details of dividend declared are given below:

Date of Declaration	For FY	Dividend Per share (₹)	Due Date of the proposed transfer to the IEPF
29.09.2009	2008-09	0.80	10 th November, 2016
24.09.2010	2009-10	1.00	28 th October, 2017
20.09.2011	2010-11	1.20	1 st November, 2018
18.09.2012	2011-12	1.40	29 th October, 2019

10. Members who have not encashed the Dividend Warrants for the above years are requested to write to the Company or to the Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Ltd., immediately for revalidation of Dividend Warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund.
11. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) and have given their consent to receive the same through electronic means. For Members other than above, physical copies of the Annual Report are being sent by the permitted mode.
12. Electronic copy of the Notice of the 35th Annual General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. Members other than above, physical copies of the Notice of the 35th Annual general Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form are being sent by the permitted mode.
13. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for the year 2015-16 will be available on the website of the Company www.arshiyalimited.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office on all working days (except 2nd & 4th Saturdays, Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m.
14. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: grv.redressal@arshiyalimited.com
15. Members/Proxies should bring duly filled in Attendance Slip in the form annexed hereto and tender the same at the entrance of the meeting hall.
16. Members are requested to bring their copy of the Annual Report at the meeting.
17. Representative of corporate members should send/carry a duly certified copy of the Board Resolution/Power of Attorney authorizing the attendance and voting at the meeting.
18. Members are requested to send their queries, if any, at least seven days in advance to the extent possible, so that the information could be made available at the meeting.
19. Members are requested to notify change, if any, in its/his/her address to the Registrar & Share Transfer Agents of the Company quoting their folio number or to their respective Depository Participant, as the case may be, regarding shares held in physical or electronic form.
20. Members are requested to send all the correspondence concerning registration of transfers, transmissions, subdivision, consolidation of share certificates or any other share related matters to M/s. Bigshare Services Private Ltd., Registrar & Share Transfer Agents, E-2/3 Ansa Industrial Estate, Saki Vihar Road, Andheri (East), Mumbai-400072.
21. Members desirous of making a nomination in respect of their shareholding in physical form under Section 72 of the Companies Act, 2013, are requested to send the same to the Company's Registrar & Share Transfer Agents in the prescribed form.
22. Non-resident Indian Members are requested to inform M/s. Bigshare Services Private Ltd., the Company's Registrar & Share Transfer Agents immediately of the following:
 - a. The change in the residential status upon return to India for permanent settlement;
 - b. The particulars of the bank account maintained in India with complete name, branch, IFSC Code account type, account number and address of the bank with pin code number.

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

ANNEXURE TO THE NOTICE OF THE 35TH ANNUAL GENERAL MEETING

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

For Item No. 4

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Prashant Karlekar & Associates, Practicing Cost Accountants (Firm Registration No. 16075), to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2016 at a remuneration of ₹60,000/- (Rupees Sixty Thousand only) per annum plus applicable taxes and reimbursement of out of pocket expenses, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify/approve the remuneration payable to the Cost Auditors during the year 2015-16, as set out in the Resolution for the aforesaid services to be rendered by them.

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

The Resolution is recommended for your approval.

For Item No. 5

During the Financial Year 2015-16, your Company has entered into certain business transactions with M/s. Arshiya Supply Chain Management Private Limited a wholly owned subsidiary Company, which is a "Related Party" as defined under Section 2(76) of the Companies Act, 2013.

These transactions are worth ₹ 39,12,81,394/- (Rupees Thirty Nine Crores Twelve Lacs Eighty One Thousand Three Hundred Ninety Four Only) for F.Y. 2015-16 which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company i.e. financial year ended 31st March, 2015. The details of such transactions are given below:-

The particulars of the contracts / arrangements / transactions are as under	
Particulars	Information
Name of the Related Party:	M/s. Arshiya Supply Chain Management Private Limited
Nature of Relationship:	Wholly Owned Subsidiary
Material terms of the Contracts / arrangements / transactions:	Sale/Purchase or Supply of goods and Services
Monetary Value:	₹ 39,12,81,394 (Rupees Thirty Nine Crores Twelve Lacs Eighty One Thousand Three Hundred Ninety Four Only) (Which exceeds 10% of the consolidated Annual Turnover of Last Audited Financial Year i.e. 2014-15)
Duration of the Contracts / arrangements / transactions:	Ongoing
Whether the transactions have been approved by Audit Committee and the Board of Directors:	Yes
Any other information relevant or important for the Members to make a Decision on the proposed transaction:	None

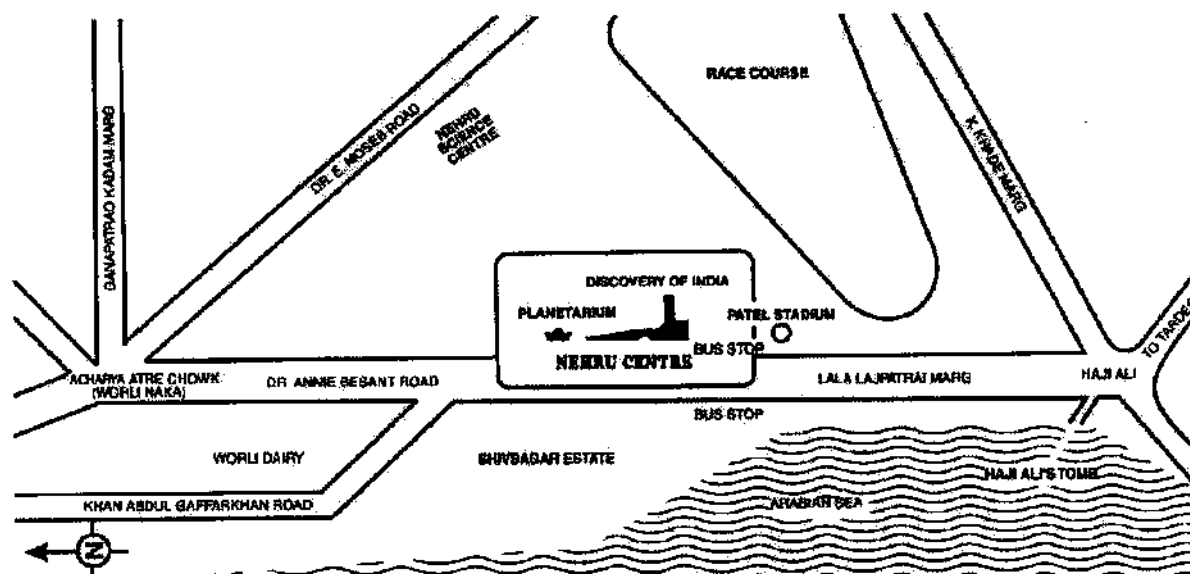
ANNEXURE- I

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

Name of the Director	Mr. Ajay S Mittal
Date of Birth	28 th June, 1965
Date of Appointment on the Board	31 st December, 2005
Qualification	M.B.A from the United States of America
Expertise	With over three decades of varied experience in business and industry spanning international marketing, commodities trading, manufacturing, financial services, information technology, logistics and supply chain. Mr. Mittal has successfully scaled Arshiya Group by developing Free Trade Warehousing Zones (FTWZs), Rail & Rail Infrastructure, Inland Container Depot and Transport & Handling to its unified business portfolio. Today, Arshiya stands at the helm of being the first developer of India's first of its kind two FTWZs and second largest Private Container Train Operator (PCTO) in the country.
Directorship held in other Public companies	Arshiya Limited Arshiya Rail Infrastructure Limited Arshiya Rail Siding And Infrastructure Limited Arshiya Industrial & Distribution Hub Limited Arshiya Transport And Handling Limited Arshiya Lifestyle Limited Arshiya Northern FTWZ Limited Mega Meditex Limited* Mega Fin (India) Limited Mega Custodial Services Ltd
Committee position held in other companies	Arshiya Rail Infrastructure Limited Audit Committee – Member; Nomination & Remuneration Committee – Member Arshiya Northern FTWZ Limited Audit Committee – Member Arshiya Industrial & Distribution Hub Limited Audit Committee – Member Arshiya Supply Chain Management Private Limited Nomination & Remuneration Committee – Member
Shareholding of Director	1,85,60,937

*Company under liquidation

Site Map to the venue



Location Map of Nehru Centre