

Ref: AL/SE/0519/06

Date: 27th May, 2019

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East),
Mumbai - 400051.
Fax No. 2659 8237 / 38

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai - 400 001
Fax No. 2272 3121/ 2037

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

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company at its meeting held today i.e. Monday, 27th May, 2019, has inter-alia:

Considered, approved and taken on record the Audited Financial Results (Standalone and Consolidated) along with Auditors Report for the 4th quarter and year ended 31st March, 2019 which was reviewed by the Audit Committee and considered and approved by the Board and Chaturvedi & Shah LLP, Statutory Auditors of the Company.

Pursuant to Regulation 30, 33 and 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audited Financial Results (Standalone and Consolidated) along with Report of the Statutory Auditors, declaration of Unmodified opinion by Managing Director on Standalone Financials and Disclosure of the Impact of Audit Qualifications on Consolidated Financials is enclosed herewith for your reference and records.

The said meeting commenced at 2.00 P.M. and concluded at 7.25 P.M.

Kindly take the above on your records.

Thanking you.

Yours Sincerely,

For ARSHIYA LIMITED

Savita Dalal

Company Secretary & Compliance Officer



Arshiya Limited

Arshiya Limited

CIN: L93000MH1981PLC024747

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

Phone No. 022 42305500 # Email id: info@arshiyalimited.com # website: www.arshiyalimited.com

AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

Sr.No.	Particulars	Quarter Ended			Year Ended	
		31.03.2019	31.12.2018	31.3.2018	31.03.2019	31.3.2018
		(Refer note no. 2)	(Unaudited)	(Refer note no. 2)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	4,913.35	4,923.37	1,831.02	13,139.98	8,542.02
	(b) Other Income	428.48	238.48	398.67	2,192.48	1,020.09
	Total Income	5,341.83	5,161.85	2,229.69	15,332.46	9,562.11
2	Expenses					
	(a) Cost of Inventories (Leased Land) (Refer note no.7)	1,207.44	1,375.90	-	2,583.34	-
	(b) Material Handling and Other Charges	20.79	21.62	41.45	87.63	320.61
	(c) Employee benefits expense	446.76	458.95	358.19	1,720.28	1,456.61
	(d) Finance costs	2,893.92	2,682.01	1,849.65	11,236.53	13,761.94
	(e) Depreciation and amortization expense	366.11	344.65	444.71	1,482.22	2,091.67
	(f) Other expenses	172.12	185.82	313.59	1,038.20	1,332.46
	Total Expenses (a+b+c+d+e+f)	5,107.14	5,068.95	3,007.59	18,148.20	18,963.29
3	Profit/(Loss) before exceptional items and Tax (1-2)	234.69	92.90	(777.90)	(2,815.74)	(9,401.18)
4	Exceptional Items (Net) (Refer note no. 8)	700.75	-	(11,263.21)	700.75	(13,296.84)
5	Profit/(Loss) before tax (3-4)	(466.06)	92.90	10,485.31	(3,516.49)	3,895.66
6	Tax expense	-	-	-	-	-
7	Net profit/(Loss) after Tax (5-6)	(466.06)	92.90	10,485.31	(3,516.49)	3,895.66
8	Other Comprehensive Income					
	Items that will not be reclassified to profit and loss:					
	Remeasurement of net defined benefit plan	9.55	(0.48)	4.08	8.11	(2.69)
9	Total Comprehensive Income	(456.51)	92.42	10,489.39	(3,508.38)	3,892.97
10	Paid-up equity share capital (Face value per share Rs. 2/-)	4,872.29	4,872.29	4,564.34	4,872.29	4,564.34
11	Other Equity excluding Revaluation reserve				1,66,643.28	1,60,350.30
12	Earnings Per Equity Share (EPS) in Rs.					
	- Basic	(0.19)*	0.04*	4.66*	(1.48)	2.13
	- Diluted	(0.19)*	0.04*	4.36*	(1.48)	2.13
	(*not annualised)					



[Handwritten signature]



Arshiya Limited

CIN: L93000MH1981PLC024747

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

Phone No. 022 42305500 # Email id: info@arshiyalimited.com #
website: www.arshiyalimited.com

AUDITED STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in Lakhs)

Sr.No.	Particulars	As at 31.03.2019 (Audited)	As at 31.03.2018 (Audited)
I	ASSETS		
	Non-Current Assets		
	(a) Property, Plant and Equipment	73,858.36	94,138.63
	(b) Capital Work-in-Progress	76.02	-
	(c) Intangible Assets	845.86	1,235.96
	(d) Intangible Assets Under Development	60.00	-
	(e) Financial Assets		
	(i) Investments	1,34,680.02	1,32,018.03
	(ii) Loans	1,732.14	1,731.47
	(iii) Trade Receivables	6,061.50	-
	(f) Other Non-Current Assets	3,320.34	2,273.81
		2,20,634.24	2,31,397.90
	Current assets		
	(a) Inventories	16,505.97	-
	(b) Financial Assets		
	(i) Trade Receivables	814.64	764.60
	(ii) Cash and Cash Equivalents	5.86	135.69
	(iii) Bank Balances Other than (ii) above	15.17	0.04
	(iv) Loans	30,327.14	33,279.99
	(v) Other Financial Assets	4,082.95	1,848.71
	(c) Other Current Assets	2,134.00	2,319.64
		53,885.73	38,348.67
	Total Assets	2,74,519.97	2,69,746.57
II	EQUITY AND LIABILITIES		
	Equity		
	(a) Equity Share Capital	4,872.29	4,564.34
	(b) Other Equity	1,66,643.28	1,60,350.30
		1,71,515.57	1,64,914.64
	Liabilities		
	Non Current Liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	60,267.20	68,839.87
	(ii) Other Financial Liabilities	1,612.72	2,191.60
	(b) Provisions	118.93	151.02
		61,998.85	71,182.49
	Current Liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	9,261.16	10,488.81
	(ii) Trade Payables		
	Micro and Small Enterprises	37.88	0.89
	Others	584.91	581.66
	(iii) Other Financial Liabilities	29,679.14	21,506.03
	(b) Other Current Liabilities	1,434.11	1,062.48
	(c) Provisions	8.35	9.57
		41,005.55	33,649.44
	Total Equity and Liabilities	2,74,519.97	2,69,746.57



Notes to Standalone Financial Results:

1. The Audit Committee has reviewed the above results and the Board of Directors has approved these results and its release in the meeting held on 27th May, 2019. The Statutory Auditors of the Company have carried out the audit for the year ended 31st March, 2019.
2. The figure of the Quarter ended 31st March, 2019 are the balancing figures between the Audited figures in respect of the full financial year and the results published upto the third quarter for the financial year 2018-19.
3. The Board of Directors of the Company in their meeting held on 24th May, 2018, has approved a scheme to further reorganize its corporate structure spread across various group companies and in order to integrate / consolidate it's operations.

The above proposed scheme of arrangement is in addition and conditional to an ongoing scheme of three subsidiaries i.e. merger of Arshiya Rail Infrastructure Limited, Arshiya Industrial and Distribution Hub Limited and Arshiya Transport & Handling Limited, which is pending with NCLT. The meeting of the creditors was held on 6th May, 2019. The Scheme(s) shall be given effect after receipt of necessary approvals.

4. The Company granted leasehold rights of six warehouses and related property, plant and equipment at Panvel FTWZ, on an initial lease term of 30 (thirty) years on 3rd February, 2018. Subsequent to that, the Company recognises the net revenue in terms of a business conducting agreement.

Thus, figures of the quarter and year ended 31st March, 2019 (as stated in the results) are not comparable with those of previous year's periods.

5. In view of the focussed emphasis of the Government on logistics infrastructure sector, the proposed restructuring (as mentioned in above note no. 3) and considering the fact that the facilities are yet to achieve full operational potential besides the strategic locations of the facilities, the management's future outlook of its business is very promising. Accordingly, the financials have been prepared on going concern basis even though the Company continues to incur losses.

Certain creditors have initiated legal proceedings against the Company and its Directors, and the Company has defaulted in payment of instalments of consent terms for which the Company is in process of negotiating and finalising the revised consent terms and/or making representations to the respective forum. Majority of the creditors have been settled over the past few years and some of the creditors have also shown interest and faith in the logistics infrastructure sector and are being allotted equity shares of the Company.



- 6.1 During the year ended 31st March, 2019, one of the Public Financial Institution (PFI) has assigned its debt to the Edelweiss Asset Reconstruction Company (EARC). The Company has provided interest in line with major terms negotiated with EARC, till the finalisation of the restructuring agreement.
- 6.2 During the year ended 31st March, 2019, the company has defaulted in payment as per consent terms signed with one of the Non-Banking Financial Company (NBFC). Subsequent to the year end, the said NBFC has assigned its debt to Edelweiss Asset Reconstruction Company (EARC). Pursuant to said assignment, EARC has become the lender and entitled to recover total dues alongwith interest at contractual rates and other charges. The company doesn't expect any additional liabilities / charges and liabilities accounted in the books of account are adequate.
7. The Company is engaged in the business of development, operations and maintenance of Free Trade and Warehousing Zone (FTWZ) and Domestic Warehousing Zone. During the year ended 31st March, 2019, certain portion of land which was classified under Property, Plant and Equipment (PPE) is now transferred to inventories at their carrying amounts for future developments.
- Out of the above land parcels, during the year, the Company has entered into 2 lease agreements aggregating to 5.50 Acres of land with a wholly owned subsidiary company for development of warehouses at FTWZ, Panvel and recognised the revenue from such long-term lease during the year.
8. The exceptional items for the current year represent loss on account of restructuring and litigation settlement.
9. The Company has issued a corporate guarantee of Rs. 27,724.43 Lakh to the lenders of Arshiya Northern FTWZ limited (ANFTWZ), a subsidiary Company. This guarantee has been invoked by the lenders since ANFTWZ had defaulted in servicing its borrowings towards principal and interest. The Company carried out fair valuation of this corporate guarantee through an independent chartered accountant firm and as per their report the value of security created in favour of the lender is higher than the total liability towards borrowing. Accordingly, no provision is required towards the guarantee so invoked. The Auditors have referred to this as emphasis of matter in their Audit Report.
10. The Company has sent request letters/ emails to various Parties for confirmations of balances under borrowings, trade receivables and capital advances given to vendors and trade payables etc., to which only few parties have responded. Accordingly, impact of adjustment, if any, will be accounted as and when the same



U



is determinable or accounts are reconciled/settled. The Auditors have referred to this as emphasis of matter in their Audit Report.

11. The Ministry of Corporate Affairs (MCA) on 28th March, 2018 notified Ind AS 115 "Revenue from contracts with customers" as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018 and the same is effective for accounting period beginning on or after 1st April, 2018. The Company has applied modified retrospective approach in adopting the new standard and accordingly, the revenue from operations for the year ended 31st March, 2019 is not comparable with the previous year. The adoption of this standard did not have any material impact on the financial statements of the Company.
12. During the quarter the Company has incorporated 2 subsidiaries namely Unrivalled Infrastructure Private Limited and Arshiya Infrastructure Developers Private Limited.
13. As per Ind-AS 108 "Operating Segment", information has been provided along with the consolidated financial results of the group.
14. The figures for the previous period / year have been re-grouped / re-arranged, wherever necessary.

**For and on behalf of Board of Directors of
Arshiya Limited**



Ajay S Mittal
Chairman & Managing Director
DIN No.: 00226355



Place: Mumbai

Date: 27th May, 2019

Independent Auditors' Report on the Statement of Standalone financial results

To,

The Board of Directors of Arshiya Limited

1. We have audited the accompanying statement of standalone financial results of **Arshiya Limited** ("the Company"), for the quarter and year ended 31st March, 2019 ("the statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016 ('the Circular').

Management's Responsibility for Statement

2. This statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone financials statements which has been prepared in accordance with the Indian accounting standards prescribed under Section 133 of the companies Act, 2013 read with relevant rules issued thereunder ('IND AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the statement based on our audit of such standalone financial statements.

Auditors' Responsibility

3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

Emphasis of Matters

4. We draw attention to the note no. 9 of the statement, regarding invocation of corporate guarantee by the Company to lenders of Arshiya Northern FTWZ Limited (ANFTWZ). The Company carried out the fair valuation of above guarantee through an independent Chartered Accountants firm and as per their report the value of assets in favor of lenders of ANFTWZ is higher than the total liabilities to them. Accordingly, no provision against the claims under the invoked corporate guarantee is considered necessary.



Arshiya Limited

Audit Opinion on the standalone financial results for the year ended 31st March, 2019

Page 2 of 2

5. We draw attention to note no. 10 of the statement regarding the balance confirmations of borrowings, trade receivables, capital advances and trade payables. During the course of preparation of standalone financial statements, e-mails/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, accordingly, the possible adjustment, if any, required in the financial statements will be accounted as and when the same is determinable.

Our opinion is not modified in respect of the said matters.

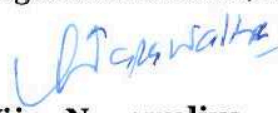
Opinion

6. Based on our audit conducted as above, in our opinion and to the best of our information and according to the explanations given to us, the Statement:
- (i) is presented in accordance with the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016; and
 - (ii) gives a true and fair view in conformity with aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net loss, total comprehensive income and other financial information of the Company for the quarter and year ended 31st March, 2019.
7. We report that the figures for the quarter ended 31st March, 2019 represent the derived figures between the audited figures in respect of the financial year ended 31st March, 2019 and the published year-to-date figures up to 31st December, 2018 being the date of the end of the third quarter of the current financial year, which were subjected to a limited review, as required under the Regulation and the Circular.

For Chaturvedi & Shah LLP

Chartered Accountants

Registration No. 101720W/ W100355


Vijay Napawaliya

Partner

Membership No. 109859



Place: Mumbai

Date: 27/05/2019

Date: 27th May, 2019

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East),
Mumbai - 400051.
Fax No. 2659 8237 / 38

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai - 400 001
Fax No. 2272 3121/ 2037

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

Dear Sir/Madam,

Subject: Declaration with respect to unmodified opinion in the Report of the Statutory Auditors on Audited Standalone Financial Results for the financial year ended 31st March, 2019

In compliance with Regulation 33(3)(d) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 as amended by SEBI Circular No. CIR/CFD/CMD/56/2016. I hereby declare that the Statutory Auditor of the Company, Chaturvedi and Shah LLP, Chartered Accountant (Firm Registration No. 101720W/W100355) have issued an Audit Report with unmodified opinion on Standalone Audited Financial Results Of the Company for the year ended 31st March, 2019.

Kindly take the same on record.

Thanking you.

Yours Sincerely,

For ARSHIYA LIMITED



Ajay S Mittal
Managing Director



Arshiya Limited

Arshiya Limited

CIN: L93000MH1981PLC024747

Registered Office: 302, Level 3, Ceejay House, Shiv Sagar Estate, F-Block,

Dr. Annie Besant Road, Worli, Mumbai- 400 018

Phone No. 022 42305500 # Email id: info@arshiyalimited.com # website: www.arshiyalimited.com

AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2019

(Rs. In Lakhs)

Sr.No.	Particulars	Quarter Ended			Year Ended	
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018
		(Refer note no.2)	(Unaudited)	(Refer note no.2)	(Audited)	(Audited)
1	Revenue					
	(a) Revenue from operations	7,285.16	7,401.91	6,585.87	28,937.38	25,906.69
	(b) Other Income	714.32	240.83	1,147.48	2,460.09	1,665.19
	Total Income	7,999.48	7,642.74	7,733.35	31,397.47	27,571.88
2	Expenses					
	(a) Material Handling, value optimisation services and other charges	288.84	124.52	375.53	1,047.75	1,211.35
	(b) Freight Expenses	2,713.17	2,897.09	2,516.72	10,954.30	11,668.31
	(c) Terminal Expenses	106.88	68.78	85.38	357.55	304.26
	(d) Other Operating Expenses	247.08	137.84	156.51	756.02	374.90
	(e) Warehouse storage charges	1,375.68	1,488.40	902.54	5,484.67	902.54
	(f) Employee benefits expense	934.38	989.22	857.18	3,806.85	3,634.54
	(g) Finance costs	7,770.56	6,722.16	5,205.54	27,559.39	31,598.39
	(h) Depreciation and amortization expense	2,305.98	2,340.18	2,445.10	9,419.56	10,171.76
	(i) Other expenses	984.32	878.73	1,188.11	3,929.29	4,047.50
	Total Expenses	16,726.89	15,646.92	13,732.61	63,315.38	63,913.55
3	Profit/(Loss) before exceptional and Tax (1-2)	(8,727.41)	(8,004.18)	(5,999.26)	(31,917.91)	(36,341.67)
4	Exceptional Items (Net) (Refer note no 13)	1,023.76	315.34	(37,439.57)	(5,167.04)	(39,473.20)
5	Profit/(Loss) before tax (3-4)	(9,751.17)	(8,319.52)	31,440.31	(26,750.87)	3,131.53
6	Tax expense	1.46	(2.16)	(11.38)	6.98	27.42
7	Net profit/(Loss) after Tax (5-6)	(9,752.63)	(8,317.36)	31,451.69	(26,757.85)	3,104.11
8	Other Comprehensive Income					
	Item that will not be reclassified to profit and loss:					
	Remeasurement of gains (losses) on defined benefit plans	(36.91)	2.78	(7.22)	(28.57)	(9.67)
9	Total Comprehensive Income	(9,789.54)	(8,314.58)	31,444.47	(26,786.42)	3,094.44
10	Profit attributable to:					
(a)	Owner of the parent	(9,752.63)	(8,317.36)	31,451.69	(26,757.85)	3,104.11
(b)	Non-controlling interest	-	-	-	-	-
		(9,752.63)	(8,317.36)	31,451.69	(26,757.85)	3,104.11
11	Other Comprehensive Income attributable to:					
(a)	Owner of the parent	(36.91)	2.78	(7.22)	(28.57)	(9.67)
(b)	Non-controlling interest	-	-	-	-	-
		(36.91)	2.78	(7.22)	(28.57)	(9.67)
12	Total Comprehensive Income attributable to:					
(a)	Owner of the parent	(9,789.54)	(8,314.58)	31,444.47	(26,786.42)	3,094.44
(b)	Non-controlling interest	-	-	-	-	-
		(9,789.54)	(8,314.58)	31,444.47	(26,786.42)	3,094.44
13	Paid-up equity share capital (Face value per share Rs. 2)	4,872.29	4,872.29	4,564.34	4,872.29	4,564.34
14	Other Equity excluding Revaluation reserve				48,593.46	66,937.58
15	Earnings Per Share (EPS) in Rs.					
	- Basic	(4.00)*	(3.41)*	(13.97)*	(11.24)	1.70
	- Diluted	(4.00)*	(3.41)*	(13.97)*	(11.24)	1.70
	*not annualised					



Arshiya Limited

CIN: L93000MH1981PLC024747

Registered Office: 302, Level 3, Ceejay House, Shiv Sagar Estate, F-Block,
Dr. Annie Besant Road, Worli, Mumbai- 400 018
Phone No. 022 42305500 # Email id: info@arshiyalimited.com #
website: www.arshiyalimited.com

AUDITED CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in Lakhs)

Sr.No.	Particulars	As at 31.03.2019 (Audited)	As at 31.03.2018 (Audited)
I	ASSETS		
	Non-Current Assets		
	(a) Property, Plant and Equipment	2,58,156.00	2,82,377.19
	(b) Capital Work-in-Progress	79.62	-
	(c) Goodwill on Consolidation	19.17	19.17
	(d) Intangible Assets	4,124.96	5,036.75
	(e) Intangible Assets Under Development	82.21	-
	(f) Financial Assets		
	(i) Other Financial Assets	1,790.02	1,732.58
	(g) Other Non-Current Assets	6,212.59	4,822.26
		2,70,464.57	2,93,987.95
	Current assets		
	(a) Inventories	16,505.97	15.66
	(b) Financial Assets		
	(i) Trade Receivables	4,266.17	2,742.67
	(ii) Cash and Cash Equivalents	990.56	1,285.84
	(iii) Bank Balances Other than (ii) above	401.38	498.54
	(iv) Loan	325.12	-
	(v) Other Financial Assets	8,876.64	12,804.30
	(c) Other Current Assets	3,950.30	4,289.67
		35,316.14	21,636.68
	Total Assets	3,05,780.71	3,15,624.63
II	EQUITY AND LIABILITIES		
	Equity		
	(a) Equity Share Capital	4,872.29	4,564.34
	(b) Other Equity	48,593.46	66,937.58
		53,465.75	71,501.92
	Equity Component, of 0% Optionally Convertible Redeemable Preference shares (OCRPS) issued by a subsidiary	519.09	519.09
	Liabilities		
	Non Current Liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	1,26,152.68	1,40,059.93
	(ii) Other Financial Liabilities	612.11	2,300.76
	(b) Provisions	273.73	203.82
	(c) Other Non-Current Liabilities	2,335.87	1,852.89
		1,29,374.39	1,44,417.40
	Current Liabilities		
	(a) Financial Liabilities		
	(i) Borrowings	12,524.46	13,753.15
	(ii) Trade Payables		
	Micro and small enterprises	84.90	18.11
	Others	2,494.36	1,779.68
	(iii) Other Financial Liabilities	1,02,861.88	79,930.84
	(b) Other Current Liabilities	4,430.03	3,682.01
	(c) Provisions	25.85	22.43
		1,22,421.48	99,186.22
	Total Equity and Liabilities	3,05,780.71	3,15,624.63



Handwritten signature



Arshiya Limited

CIN: L93000MH1981PLC024747

Registered Office: 302, Level 3, Ceejay House, Shiv Sagar Estate, F-Block,

Dr. Annie Besant Road, Worli, Mumbai- 400 018

Phone No. 022 42305500 # Email id: info@arshiyalimited.com # website: www.arshiyalimited.com

AUDITED CONSOLIDATED SEGMENT INFORMATION FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2019

(Rs. in Lakhs)

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018
		(Refer note no.2)	(Unaudited)	(Refer note no.2)	(Audited)	(Audited)
1	Segment Revenue					
	FTWZ	3,653.75	3,650.69	3,345.22	14,758.88	12,233.47
	Rail Transport Operations/ICD	3,500.59	3,629.39	3,220.65	13,750.16	13,653.22
	Domestic Warehousing	130.82	121.83	20.00	428.34	20.00
	Total Revenue from Operations	7,285.16	7,401.91	6,585.87	28,937.38	25,906.69
2	Segment Results Before Tax and Interest					
	FTWZ	176.66	118.71	70.57	1,325.17	1,006.72
	Rail Transport Operations/ICD	(873.70)	(1,186.58)	(393.43)	(4,567.90)	(4,289.19)
	Domestic Warehousing	(252.25)	(212.71)	(469.67)	(1,106.05)	(1,458.01)
	Total	(949.29)	(1,280.58)	(792.53)	(4,348.78)	(4,740.48)
	Less: Unallocated Expenses net of Income	7.56	1.44	1.19	9.74	2.80
	Less: Finance Costs	7,770.56	6,722.16	5,205.54	27,559.39	31,598.39
	Less: Exceptional Items (Net) (Refer Note no. 13)	1,023.76	315.34	(37,439.57)	(5,167.04)	(39,473.20)
	Profit/(Loss) before tax	(9,751.17)	(8,319.52)	31,440.31	(26,750.87)	3,131.53
3	Segment Assets					
	FTWZ	1,81,666.82	1,82,294.06	1,85,856.32	1,81,666.82	1,85,856.32
	Rail Transport Operations/ICD	73,038.42	74,596.37	77,717.22	73,038.42	77,717.22
	Domestic Warehousing	48,982.63	48,906.23	49,852.04	48,982.63	49,852.04
	Unallocated	2,092.84	2,118.45	2,199.05	2,092.84	2,199.05
	TOTAL	3,05,780.71	3,07,915.11	3,15,624.63	3,05,780.71	3,15,624.63
4	Segment Liabilities					
	FTWZ	11,981.34	11,657.36	13,267.09	11,981.34	13,267.09
	Rail Transport Operations/ICD	7,746.04	7,772.80	7,581.09	7,746.04	7,581.09
	Domestic Warehousing	120.38	139.04	3.60	120.38	3.60
	Unallocated	2,31,948.11	2,24,571.44	2,22,751.84	2,31,948.11	2,22,751.84
	TOTAL	2,51,795.87	2,44,140.64	2,43,603.62	2,51,795.87	2,43,603.62



Notes to Consolidated Financial Results: -

1. The Consolidated Financial Results for Arshiya Limited (Parent Company) and its Subsidiaries (together referred to as the 'Group') were reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Parent Company at its meeting held on 27th May, 2019. The Statutory Auditors of the Parent Company have carried out the Audit for the year ended 31st March, 2019.
2. The figures of the quarter ended 31st March, 2019 are the balancing figures between the audited figures in respect of the full financial year and the results published up to the third quarter of the financial year 2018-19.
3. The Board of Directors of the Parent Company at their meeting held on 24th May, 2018, has approved a scheme to reorganize the Group's corporate structure spread across various subsidiaries and in order to integrate / consolidate its operations.

The above proposed scheme of arrangement is in addition and conditional to an ongoing scheme of three subsidiaries i.e. merger of Arshiya Rail Infrastructure Limited, Arshiya Industrial and Distribution Hub Limited and Arshiya Transport & Handling Limited, which is pending with NCLT. The Creditors meeting of the respective companies was held on 6th May 2019. The Scheme(s) shall be given effect after receipt of necessary approvals.

- 4.1 During the year ended 31st March, 2019, one of the Public Financial Institution (PFI) which was a lender to the Parent Company has assigned its debt to Edelweiss Asset Reconstruction Company (EARC). The Parent Company has provided interest in line with major terms negotiated with EARC, till the finalisation of the restructuring agreement.
- 4.2 During the year ended 31st March, 2019, the Parent Company has defaulted in payment as per consent terms signed with one of the Non-Banking Financial Company (NBFC). Subsequent to the year end, the said NBFC has assigned its debt to Edelweiss Asset Reconstruction Company (EARC). Pursuant to the said assignment, EARC become the lender and entitled to recover total dues alongwith interest at contractual rates and other charges. The Parent Company doesn't expect any additional liabilities / charges and liabilities accounted in the books of account are adequate.
5. The Ministry of Corporate Affairs (MCA) on 28th March, 2018, notified Ind AS 115 "Revenue from contracts with customers" as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018 and the same is effective for accounting period beginning on or after 1st April, 2018. The Group has applied modified retrospective approach in adopting the new standard and accordingly, the revenue from operations for the year ended 31st March, 2019 is not comparable with previous year ended 31st March, 2018. The adoption of this standard did not have any material impact on the financial statements of the Group.
6. One of the subsidiary Company viz Arshiya Rail Infrastructure Limited has accumulated losses and negative net worth. Some of its lenders have recalled their loans and the subsidiary company is in the process of negotiating the revised payment terms. The subsidiary Company is EBIDTA positive and with the



Handwritten signature in blue ink.

commencement of the two dedicated freight corridors, the said subsidiary company will benefit immensely. Moreover a unique contract entered into with one of the largest global shipping lines has already started to improve the profitability. Also, the proposed merger of another subsidiary company with this subsidiary company as mentioned in Note no 3, would make their operations not only complementary, but enhance their profitability.

In view of the focussed emphasis of the Government on logistics infrastructure sector, the proposed restructuring and considering the fact that the facilities are yet to achieve full operational potential besides the strategic locations of the facilities, the management's future outlook of its businesses is very promising. Accordingly, the financials have been prepared on going concern basis including based on financial support from the Parent Company.

7. Certain creditors have initiated legal proceedings against the Group and its Directors and the Group has defaulted in payment of instalments of consent terms for which the Group is in process of negotiating and finalising the revised consent terms. Majority of the creditors have been settled over the past few years and some of the creditors have also shown interest and faith not only in the logistics infrastructure sector but also in Arshiya Group and are being allotted equity shares of Arshiya Limited.

8. The Parent Company is engaged in the business of development, operations and maintenance of Free Trade and Warehousing Zone (FTWZ) and Domestic Warehousing Zone. During the year ended 31st March, 2019, certain portion of Land which was classified under Property, Plant and Equipment (PPE) is now transferred to inventories at their carrying amounts for future developments.

Out of the above land parcels, during the year ended 31st March, 2019 the Parent Company has entered into 2 lease agreements aggregating to 5.50 Acres of land with a wholly owned subsidiary company for development of warehouses at FTWZ, Panvel.

9. A subsidiary Company had entered into one-time settlement (OTS) with a Bank during the year ended 31st March, 2019 and the effect was taken as an exceptional item during the quarter ended 30th September, 2018. However, the subsidiary Company has defaulted in payment as per the terms of the OTS. As a result, the subsidiary Company needs to reverse the exceptional gain recorded during the quarter ended 30th September, 2018 and needs to recognise Interest on the entire liability as per the original terms. The subsidiary Company is in discussion with the lender for additional time to repay.

The subsidiary Company has not reversed the gain, nor provided for additional interest. Had the Subsidiary Company reversed the gain and provided for additional interest, exceptional item would have been lower by Rs. 6604.55 Lakh and finance cost would have been higher by Rs. 3500.76 Lakh having consequential impact on total comprehensive income for the year ended 31st March, 2019. The Auditors have issued a qualified opinion in their Audit Report.

10. The Group has sent request letters/ emails to various parties for confirmations of balances under borrowings, trade receivables, capital advances to vendors and



✓



trade payables etc., to which only few parties have responded. Accordingly, impact of adjustment, if any, will be accounted as and when the same is determinable or accounts are reconciled/settled. The Auditors have referred to this as emphasis of matter in their Audit Report.

11. During the quarter the Parent Company has incorporated 2 subsidiaries namely Unrivalled Infrastructure Private Limited and Arshiya Infrastructure Developers Private Limited. Also 2 step-down subsidiaries were incorporated during the quarter namely Arshiya Panvel FTWZ Services Private Limited and Arshiya Panvel Logistics Services Private Limited.
12. As per Ind AS 108 "Operating Segment" the Group has identified and reported segment information in three segments as under :
 - (i) Developing and Operating Free Trade and Warehousing Zone (FTWZ)
 - (ii) Rail Transport Operations and Inland Container Depot (ICD)
 - (iii) Domestic Warehousing

The assets and liabilities that cannot be allocated between the segments are shown as unallocable assets and liabilities respectively.
13. The exceptional items of the current year represent gain / loss on account of restructuring /settlement of claims.
14. The figures for the previous period / year have been re-grouped / re-classified / re-arranged, wherever necessary, to correspond with the current period's classification/disclosure.

**For and on behalf of Board of Directors of
Arshiya Limited**



Ajay S Mittal
Chairman and Managing Director
DIN: 00226355



Place: Mumbai

Date: 27th May, 2019

Independent Auditors' Report on the Statement of Consolidated financial results

To,

The Board of Directors of Arshiya Limited

1. We have audited the accompanying statement of consolidated financial results of **Arshiya Limited** ("the Parent") and its Subsidiaries (the parent and its subsidiaries together refer to as "the Group") for the quarter & year ended 31st March, 2019 ("the statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("the Regulation"), read with SEBI circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016 ("the Circular").

Management's Responsibility for Statement

2. This statement, which is the responsibility of the Parent's management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("IND AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the statement based on our audit of such consolidated financial statements.

Auditors' Responsibility

3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in financial results. An audit also includes assessing the accounting principles used and significant estimates made by management.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in paragraph 8 below, is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Qualified Opinion

4. *As mentioned in note no. 9 of the statement, a subsidiary company failed to make payment as prescribed as per one time settlement with lender. As a result, event of default has occurred and the entire debt prior to date of settlement become payable along with interest. The Subsidiary has not reversed the gain recorded and provided for additional interest. Had the subsidiary company reversed the gain recorded and provided for additional interest, exceptional item would have been lower by Rs. 6604.55 Lakh and finance cost would have been higher Rs. 3500.76 Lakh having consequential impact on total comprehensive income, liabilities and other equity.*



Emphasis of Matter

5. We draw attention to note no. 10 of the statement regarding the balance confirmations of borrowings, trade receivables, capital advances, trade payables and loans and advances. During the course of preparation of financial statements, e-mails/letters have been sent to various parties by the respective companies with a request to confirm their balances directly to us out of which only few parties have responded, accordingly, the possible adjustment, if any, required in the consolidated financial statements will be accounted as and when the same is determinable. Our Opinion is not modified in respect of the said matter.

Material Uncertainty Related to Going Concern (related to one of the subsidiary company)

6. We draw attention to the note no. 6 of the statement, which indicates that Arshiya Rail Infrastructure Limited (ARAIL), a wholly owned subsidiary, incurred a net loss of Rs. 41,83.51 Lakh during the year, ended 31st March 2019 and, as of that date, the ARAIL's current liabilities exceeded its current assets by Rs. 294,49.72 Lakh, it is unable to meet its financial obligations and as of that date it's accumulated losses is resulting in negative net worth. These conditions, along with other matters as set forth in the aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about ARAIL's ability to continue as a going concern. Arshiya Limited, the Parent Company, has given a support letter to extend, for the foreseeable future, any financial support which may be required by ARAIL. Further, in view of various steps taken by the management, future outlook as assessed by the management and the business plans and in lieu of the support letter from the Parent Company, the management has assessed ARAIL continues to be going concern. Our opinion is not modified in respect of the said matter.

Qualified Opinion

7. In our opinion and to the best of our information and according to the explanations given to us *except for the possible effects of the matter described in Para 4 above* and based on the consideration of the reports of the other auditor referred to in paragraph 8 below :

(i) the Statement includes the results of following Subsidiaries:-

- Arshiya Lifestyle Limited
- Arshiya Logistics Services Limited
- Arshiya Northern Projects Private Limited (w.e.f. 25th October 2018)
- Laxmipati Balaji Supply Chain Management Ltd. (w.e.f. 7th May 2018)
- Arshiya Rail Infrastructure Limited
- Arshiya Northern FTWZ Limited
- Arshiya Industrial & Distribution Hub Limited
- Arshiya Transport and Handling Limited
- Arshiya Technologies (India) Private Limited



Arshiya Limited

Audit Opinion on Consolidated financial results for the year ended 31st March, 2019

Page 3 of 3

- Arshiya 3PL Services Private Limited (w.e.f. 27th August, 2018)
 - Anomalous Infra Private Limited (w.e.f. 16th October, 2018)
 - Arshiya Infrastructure Developers Pvt. Limited (w.e.f. 9th January 2019)
 - Unrivalled Infrastructure Pvt. Limited (w.e.f. 7th January 2019)
- (ii) is presented in accordance with the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5 July, 2016; and
- (iii) gives a true and fair view in conformity with aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net loss, total other comprehensive income and other financial information of the Group for the quarter & year ended 31st March, 2019.

Other Matter

8. The financial statements of 4 subsidiaries included in the Statement which reflects total assets of Rs. 12,598.55 Lakh as at 31st March, 2019 and total revenues of Rs. 2,982.64 Lakh and Rs. 12,324.35 Lakh, for the quarter and for year ended on that date respectively, as considered in the consolidated financial results, have been audited by Deloitte Haskins and Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018), whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amount and disclosure included in respect of these subsidiaries are based solely on the reports of the other auditor. Our opinion on the statement is not modified in respect of the above matters with respect to our reliance on the work done and the report of other auditor.
9. We report that the figures for the quarter ended 31st March, 2019 represent the derived figures between the audited figures in respect of the financial year ended 31st March, 2019 and the published year-to-date figures up to 31st December, 2018 being the date of the end of the third quarter of the current financial year, which were subjected to a limited review, as required under the Regulation and the Circular.

For Chaturvedi & Shah LLP

Chartered Accountants

Registration No. 101720W/ W100355


Vijay Napawaliya
Partner**Membership No. 109859****Place: Mumbai****Date: 27/05/2019**

ARSHIYA LIMITED**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Consolidated)****Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019****[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]****(Rs. in Lakhs)**

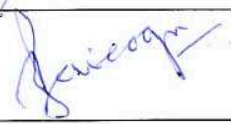
I.	Sl. No.	Particulars	Audited Figures as of Mar-2019 (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	31,397.47	31,397.47
	2.	Total Expenditure (net of exceptional item)	(58,148.34)	(68,253.65)
	3.	Net Profit/(Loss)	(26,757.85)	(36,863.16)
	4.	Earnings Per Share (in Rupees per share)	(11.24)	(15.49)
	5.	Total Assets	305,780.71	305,780.71
	6.	Total Liabilities	251,795.87	261,901.18
	7.	Net Worth	53,984.84	43,879.53
	8.	Any other financial item(s) (as felt appropriate by the management)		
II.	Audit Qualification (each audit qualification separately):			
	Details of Audit Qualification: a subsidiary company failed to make payment as prescribed as per one time settlement with lender. As a result, event of default has occurred and the entire debt prior to date of settlement become payable along with interest. The Subsidiary has not reversed the gain recorded and provided for additional interest. Had the subsidiary company reversed the gain recorded and provided for additional interest, exceptional item would have been lower by Rs. 6,604.55 Lakh and finance cost would have been higher Rs. 3,500.76 Lakh having consequential impact on total comprehensive income, liabilities and other equity.			
	b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion			
	c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing			
	d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:			



Handwritten signatures in blue ink.

Handwritten signature in blue ink.

	The subsidiary Company is re-negotiating the One Time Settlement (OTS) with the Bank including the extension of time limit for payment of OTS amount.
	e. For Audit Qualification(s) where the impact is not quantified by the auditor:
	(i) Management's estimation on the impact of audit qualification: NA
	(ii) If management is unable to estimate the impact, reasons for the same: NA
	(iii) Auditors' Comments on (i) or (ii) above: NA

III.	Signatories:	
	Ajay S Mittal Chairman & Managing Director DIN: 00226355	
	S. Maheshwari Group President & CFO	
	Ashishkumar Bairagra Audit Committee Chairman	
	Statutory Auditor Chaturvedi & Shah LLP Registration No. 101720W/W100355 Vijay Napawaliya Partner Membership No.: 109859	
	Place: Mumbai	
	Date: 27 th May, 2019	

