

Date : 15/07/2015

Ref: AL/SE/0715/03

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, 2nd Floor, Dalal Street, Mumbai – 400 001 Fax No. 2272 3121/ 2037
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Re.: - Arshiya Limited – **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Kind Attention: **Compliance Department**

Sir,

Sub: Corporate Governance Report for the First Quarter ended on 30th June, 2015

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith quarterly compliance report on Corporate Governance for the first quarter ended on 30th June, 2015.

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully
For Arshiya Limited

Savita
Savita Dalal



Company Secretary & Compliance Officer
Encl: A/a

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Arshiya Limited

Quarter ending on : June 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Board of Directors	49 II		
(A) Composition of Board	49 II A	Yes	<ul style="list-style-type: none"> ❖ Total Strength of the Board is- 6 ❖ No. of Independent Directors- 4 ❖ No. of Non-independent Director- 2
(B) Independent Directors	49 II B	Yes	No. of Independent Directors- 4
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	<ul style="list-style-type: none"> ▪ Apart from receiving sitting fees, Independent directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associated companies. ▪ No Commission has been paid during the quarter ended June 30, 2015. ▪ No stock options has been granted to any of the directors during the quarter ended June 30, 2015.
(D) Other provisions as to Board and Committees	49 II D	Yes	-
(E) Code of Conduct	49 II E	Yes	-
(F) Whistle Blower Policy	49 II F	Yes	Whistle Blower Policy is in place.
Audit Committee	49 III		Total Strength of the Committee is- 3 of which 2 are independent including Chairman.
(A) Qualified & Independent Audit Committee	49 III A	Yes	All Members of the Audit Committee are financially literate and one of them has financial management expertise.
(B) Meeting of Audit Committee	49 III B	Yes	Committee met once during the quarter.
(C) Powers of Audit Committee	49 III C	Yes	The Committee has adequate powers to investigate, seek information, obtain outside legal or professional advice and secure attendance of outsiders with relevant expertise.
(D) Role of Audit Committee	49 III D	Yes	In line with the stipulation mentioned.
(E) Review of Information by Audit Committee	49 III E	Yes	Audit Committee review all the information as per the guidelines.
Nomination and Remuneration Committee	49 IV	Yes	Total Strength of the Committee is 3 out of which 2 are independent.
Subsidiary Companies	49 V	Yes	-



Risk Management	49 VI	Yes	-
Related Party Transactions	49 VII	Yes	-
Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	Summarized statement of transactions with related parties are submitted on a quarterly basis to the Audit Committee.
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report.
(C) Remuneration of Directors	49 VIII C	Yes	Apart from receiving sitting fees none of the directors are receiving any remuneration (Sitting fee is only paid to the non- executive directors).
(D) Management	49 VIII D	Yes	-
(E) Shareholders	49 VIII E	Yes	All necessary information's are uploaded at the Company's website.
(F) Disclosure of resignation of directors	49 VIII F	Yes	All the disclosures related to Directors' resignation are informed to the Stock Exchanges as and when it happens.
(G) Disclosure of formal letter of appointment	49 VIII G	Yes	
(H) Disclosure in the annual Report	49 VIII H	Yes	Complied in the Annual Report for the financial year 2014-15.
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 VIII I	Yes	During the quarter 45,00,000 shares were issued on preferential basis @Rs. 14.60 per share.
CEO/CFO Certification	49 IX	Yes	-
Report on Corporate Governance	49 X	Yes	-
Compliance	49 XI	Yes	-

For Arshiya Limited

Savita Dalal

Company Secretary & Compliance Officer



Arshiya Limited

CIN : L27320MH1981PLC024747

(Formerly known as Arshiya International Limited)

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