

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on March 31, 2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i.	CIN	L93000MH1981PLC024747
ii.	Registration Date	July 03, 1981
iii.	Name of the Company	Arshiya Limited
iv.	Category/Sub-category of the Company	Company Limited by shares/ Indian non-government Company
v.	Address of the Registered office & contact details	302, Ceejay House, Level-3, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai - 400018 T: +91 22 42305500/02, F: +91 22 4230 5555
vi.	Whether listed company	Yes
vii.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Pvt. Ltd. 1stFloor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai 400059 T: +91 022 62638200, F: +91 022 62638299

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Warehousing and support activities	52109	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name	Address of the Company	CIN/ GNL	Holding / Subsidiary Associate	% of Shares held
1	Arshiya Transport And Handling Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U63030MH2010PLC200604	Subsidiary	100
2	Arshiya Northern FTWZ Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U51109MH2008PLC183555	Subsidiary	100
3	Arshiya Lifestyle Limited	301, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74110MH2010PLC201330	Subsidiary	100
4	Arshiya Industrial & Distribution Hub Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U63000MH2008PLC182929	Subsidiary	100

Sr. No.	Name	Address of the Company	CIN/ GNL	Holding / Subsidiary Associate	% of Shares held
5	Arshiya Rail Infrastructure Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U93000MH2008PLC180907	Subsidiary	100
6	Arshiya Technologies (India) Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U72300MH2007PTC175427	Subsidiary	100
7	Arshiya Logistics Services Ltd. (erstwhile Laxmipati Balaji Exim Trading Ltd.)	301, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U93000MH2008PLC183791	Subsidiary	100
8	* Laxmipati Balaji Supply Chain Management Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2018PLC309033	Subsidiary	100
9	#Arshiya 3PL Services Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2018PTC313041	Step Down Subsidiary	100
10	*Anomalous Infra Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2018PTC315777	Subsidiary	100
11	*Arshiya Northern Projects Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2018PTC316334	Subsidiary	100
12	*Arshiya Infrastructure Developers Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2019PTC319247	Subsidiary	100
13	*Unrivalled Infrastructure Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2019PTC319124	Subsidiary	100
14	#Arshiya Panvel FTWZ Services Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2019PTC322030	Step Down Subsidiary	100
15	#Arshiya Panvel Logistics Services Private Limited	302, Level 3, Ceejay House, F- Block, Shiv Sagar Estate, Dr. Annie Besant Road, Worli Mumbai-400018	U74999MH2019PTC322399	Step Down Subsidiary	100

Notes:

1. All the above companies are as per Section 2 (87) (ii) of the Companies Act, 2013;
2. * These companies are incorporated during the year as a direct subsidiary companies.
3. # These companies are incorporated during the year as a step down subsidiary companies.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Shareholding:

Category of Shareholder		No. of Shares held at the beginning of the year: 01/04/2018				No. of Shares held at the end of the year :31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
A	Shareholding of Promoter and Promoter Group									
1	Indian									
a)	Individual / HUF	125620225	0	125620225	55.04	127121225	0	127121225	52.18	(2.86)
b)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
1	Group Companies	0	0	0	0.00	0	0	0	0.00	0.00
2	Trusts	0	0	0	0.00	0	0	0	0.00	0.00
3	Directors Relatives	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(1) :	125620225	0	125620225	55.04	127121225	0	127121225	52.18	(2.86)
2	Foreign									
a)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
b)	Individual	0	0	0	0.00	0	0	0	0.00	0.00
c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoters (A)=(A)(1) + (A)(2)	125620225	0	125620225	55.04	127121225	0	127121225	52.18	(2.86)
B	Public shareholding									
1	Institutions									
a)	Central / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
b)	Financial Institutions / Banks	2928695	0	2928695	1.28	2601000	0	2601000	1.07	(0.21)
c)	Mutual funds / UTI	0	25000	25000	0.01	0	25000	25000	0.01	0.00
d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
f)	FII'S	0	0	0	0.00	0	0	0	0.00	0.00
g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
i)	Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
j)	Foreign Portfolio Investor	4650924	0	4650924	2.04	1322988	0	1322988	0.54	(1.50)
k)	Alternate Investment Fund	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (B)(1) :	7579619	25000	7604619	3.33	3923988	25000	3948988	1.62	(1.71)
2	Non-institutions									
a)	Bodies Corporate	68711782	0	68711782	30.11	82872892	0	82872892	34.02	3.91
b)	Individual	7295146	255001	7550147	3.31	8230185	245876	8476061	3.48	0.17
1	(Capital upto to Rs. 1 lakh)	7295146	255001	7550147	3.31	8230185	245876	245876	3.48	0.17
2	(Capital greater than Rs. 1 lakh)	14368243	0	14368243	6.30	16712334	0	0	6.86	0.56
c)	Any others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
1	Trusts	0	0	0	0.00	0	0	0	0.00	0.00
2	Clearing Member	256721	0	256721	0.11	291149	0	0	0.12	(0.00)

Category of Shareholder		No. of Shares held at the beginning of the year: 01/04/2018				No. of Shares held at the end of the year :31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
3	Non Resident Indians (NRI)	15685	0	15685	0.01	9137	0	0	0.00	0.00
4	Non Resident Indians (Repat)	760374	0	760374	0.33	781039	0	0	0.32	0.02
5	Non Resident Indians (Non repat)	570029	0	570029	0.25	632672	0	0	0.26	(0.00)
6	Directors relatives	32700	0	32700	0.01	32700	0	0	0.01	0.00
7	Employee	2131	0	2131	0.00	15401	0	0	0.01	(0.01)
8	Foreign nationals	50000	250000	300000	0.13	50000	250000	300000	0.12	0.01
9	Overseas Bodies Corporates	2367120	0	2367120	1.04	2267120	0	0	0.93	0.13
10	Unclaimed Suspense Account	0	0	0	0.00	0	0	0	0.00	0.00
11	IEPF	0	0	0	0.00	0	0	0	0.00	0.00
D)	Qualified foreign investor	0	0	0	0.00	0	0	0	0.00	0.00
E)		57000	0	57000	0.02	153574	0	153574	0.06	(0.04)
	SUB TOTAL (B)(2) :	94486931	505001	94991932	41.62	112048203	495876	112544079	46.20	(4.82)
	Total Public Shareholding(B)=(B)(1) + (B)(2)	102066550	530001	102596551	44.96	115972191	520876	116493067	47.82	(4.19)
C Shares Held by Custodians										
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (C) :	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A) + (B) + (C)	227686775	530001	228216776	100.00	243093416	520876	243614292	100.00	(0.00)

ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2018			Shareholding at the end of the year 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mrs. Archana A Mittal	8,85,59,288	38.80	100.00	8,85,59,788	36.35	100.00	(2.45)
2	Mr. Ajay S Mittal	3,70,60,937	16.24	100.00	3,85,61,437	15.83	100.00	(0.41)
	Total	12,56,20,225	55.04	100.00	12,71,21,225	52.18	100.00	(2.86)

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1	Mrs. Archana A Mittal	8,85,59,288	38.80	04.04.2018	500	Buy	8,85,59,788	36.35
	At the end of the year	-	-	-	-	-	8,85,59,788	36.35
2	Mr. Ajay S Mittal	3,70,60,437	16.24	24.04.2018	15,00,000	Conversion of warrants	3,85,60,937	15.83
		-	-	04.04.2018	500	Buy	3,85,61,437	15.83
	At the end of the year	-	-	-	-	-	3,85,61,437	15.83

iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	95,88,366	3.94	30.11.2018	32,70,064	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	1,28,58,430	5.28
	At the end of the year	-	-				1,28,58,430	5.28
2	ECAP Equities Limited	1,00,00,000	4.10	-	-	-	1,00,00,000	4.10
	At the end of the year	-	-				1,00,00,000	4.10
3	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	79,01,367	1.91	30.11.2018	32,70,064	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	20,34,034	4.08
	At the end of the year	-	-				99,35,401	4.08
4	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	54,45,101	2.28	30.11.2018	22,83,328	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	78,28,429	3.21
	At the end of the year	-	-				78,28,429	3.21
5	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	30,99,780	1.27	30.11.2018	12,76,409	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	43,76,189	1.80
	At the end of the year	-	-				43,76,189	1.80
6	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	29,46,133	1.21	30.11.2018	12,13,142	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	41,59,275	1.71
	At the end of the year	-	-				41,59,275	1.71
7	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	28,45,999	1.17	30.11.2018	11,71,909	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	40,17,908	1.65
	At the end of the year	-	-				40,17,908	1.65

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
8	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	24,92,941	1.02	30.11.2018	9,41,379	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	34,34,320	1.41
	At the end of the year						34,34,320	1.41
9	Edelweiss Asset Reconstruction Company Ltd. (on behalf of various trusts)	23,74,593	0.97	30.11.2018	9,77,797	Conversion of Zero Percent Optionally Convertible Redeemable Preference Shares-Series I	33,52,390	1.38
	At the end of the year	-	-				33,52,390	1.38
10	MSD India Fund Ltd.	30,29,277	1.24	04.05.2018	1,20,000	Purchase	31,49,277	1.29
				11.05.2018	35,000	Purchase	31,84,277	1.31
				18.05.2018	2,19,000	Purchase	34,03,277	
				25.05.2018	36,000	Purchase	34,39,277	
				14.12.2018	-84,000	Sell	33,55,277	
				21.12.2018	-6,63,908	Sell	26,91,369	
	At the end of the year						0	0
	At the end of the year						0	0
11	Naishadh Jawahar Paleja	30,29,277	1.22	-	-	-	29,76,270	1.22
	At the end of the year						29,76,270	1.22

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Changes during the year			Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	Date	Increase (+)/ Decrease (-) during the year	Reason	No. of shares	% of total shares of the company
1	Mrs. Archana A Mittal	8,85,59,288	38.80	04.04.2018	500	Purchase	8,85,59,788	36.35
	At the end of the year	-	-				8,85,59,788	36.35
2	Mr. Ajay S Mittal	3,70,60,937	16.24	04.04.2018	500	Purchase	3,70,61,437	16.63
	At the end of the year	-	-	20.04.2018	15,00,000	Conversion of warrants	3,85,61,437	15.83
3	Mr. Rishabh Shah	7,955	0.01	-	-	-	7,955	0.00
	At the end of the year	-	-				7,955	0.00
4	Ms. Savita Dalal	50	0.00	-	-	-	50	0.00
	At the end of the year	-	-				50	0.00
5	Mr. Santosh Maheshwari	10,00,000	0.44	-	-	-	10,00,000	0.41
	At the end of the year						10,00,000	0.41
6	Mr. Mukesh Kacker	9,360	0.00	-	-	-	9,360	0.00
	At the end of the year						9,360	0.00

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in ₹ Lakh)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	92,481.19	2,014.76	-	94,495.95
ii) Interest due but not paid	1,407.85	-	-	1,407.85
iii) Interest accrued but not due	1,892.26	-	-	1,892.26
Total (i+ii+iii)	95,781.30	2,014.76	-	97,796.06
Change in Indebtedness during the financial year				
* Addition	4,006.82	1,904.60	-	5,911.42
* Reduction	11,284.87	3,682.25	-	14,967.12
Net Change	(7,278.05)	(1,777.65)	-	(9,055.70)
Indebtedness at the end of the financial year				
i) Principal Amount	85,203.14	237.11	-	85,440.25
ii) Interest due but not paid	6,866.45	-	-	6,866.45
iii) Interest accrued but not due	4,896.65	-	-	4,896.65
Total (i+ii+iii)	96,966.24	237.11	-	97,203.35

* Previous year's figures have been regrouped/reclassified wherever necessary to conform to those of current year's classification/disclosures.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Ajay S Mittal- Managing Director	Mrs. Archana A Mittal- Joint Managing Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act*	-	-	-

Note: The Company did not pay any managerial remuneration during the financial year ended March 31, 2019.

B Remuneration to other directors:

(Amount in ₹ Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Ashish Bairagra	Mr. Rishabh Shah	Mr. Mukesh Kacker	Mr. T. S. Bhattacharya#	
1	Independent Directors					
	Fee for attending board committee meetings	1.15	0.40	0.40	0.70	2.65
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)				-	
2	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	1.15	0.40	0.40	0.70	2.65
	Total Managerial Remuneration	1.15	0.40	0.40	0.70	2.65
	Overall Ceiling as per the Act	N.A.				

- # Mr. T.S. Bhattacharya has been appointed as an Independent (Additional) Director w.e.f. 24th May, 2018.
- The Company did not paid any managerial remuneration during the financial year under review. As per Section 197 (2) & Section 197(5) of the Companies Act, 2013 read with rule 4 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 sitting fees paid to the Director's is excluded from determining quantum of Managerial Remuneration.

C Remuneration to key managerial personnel other than MD/Manager/WTD:

(Amount in ₹ Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Savita Dalal - Company Secretary	*Mr. S Maheshwari - Group President & CFO	Total
1	Gross salary	17.16	207.90	225.06
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17.16	207.90	225.06
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...			
5	Others, please specify	-	-	-
	Total	17.16	207.90	225.06

*Mr. S. Maheshwari has resigned from the position of Group President & CFO w.e.f. 30.06.2019.

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

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

Ajay S Mittal
Chairman and Managing Director
DIN: 00226355

Archana A Mittal
Joint Managing Director
DIN: 00703208

Place : Mumbai
Dated : 04th September, 2019