

Date: 23rd April, 2019

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

COMPLIANCE REPORT

It is hereby certified that the draft scheme of arrangement involving Arshiya Limited and Arshiya Rail Infrastructure Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report*
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

*Valuation Report is not required since there is no change in the shareholding pattern of the Demerged Company / resultant company.


Savita Dalal
Company Secretary




Ajay S Mittal
Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Arshiya Limited and Arshiya Rail Infrastructure Limited are in compliance with all the Accounting Standards applicable to a listed entity.


S. Maheshwari
Chief Financial Officer


Ajay S Mittal
Managing Director

Arshiya Limited