

15th January, 2014

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 Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, 2nd Floor, Dalal Street, Mumbai – 400 001 Fax No. 2272 3121/ 2037

Re.: - Arshiya Limited - <u>NSE Scrip Name: ARSHIYA</u> <u>BSE Scrip Code: 506074</u>

Kind Attention: Compliance Department

Dear Sir,

Sub: Corporate Governance Report for the Third Quarter ended on 31st December, 2013

Pursuant to Clause 49 of the Listing Agreement, please find enclosed herewith quarterly compliance report on Corporate Governance for the third quarter ended on 31st December, 2013.

Kindly take the same on record and acknowledge receipt.

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Thanking you,

Yours faithfully

For Arshiya Limited

Shyam Rathi

CFO & Compliance Office

Encl: A/a

Arshiya Limited

Corp. Off.: 301 Ceejay House, Level 3, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai - 400 018, India.

T: +91 22 4230 5500/502 | F: +91 22 4230 5555

Regd. Off.: 402/403 Ceejay House, Level 4, Shiv Sagar Estate, F-Block, Dr. Annie Basant Road, Worli, Mumbai - 400 018., India. T: +91 22 4230 5500/502 | F: +91 22 4230 5555 info@arshiyalimited.com | www.arshiyalimited.com

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY: ARSHIYA LIMITED

Quarter ended on: 31st December 2013

PARTICULARS	Clause of Listing Agreement	Compliance status (Yes / No)	Remarks
1	2	3	4
I. Board of Directors	491		
(A) Composition of Board	49 (IA)	YES	****
(B) Non-executive Directors' Compensation & disclosures	49(IB)	YES	****
(C) Other provisions as to Board and Committee	49(IC)	YES	****
(D) Code of Conduct for Board members and Senior members of management	49(ID)	YES	
II. Audit Committee	49 II		
(A)Qualified & Independent Audit Committee	49 (IIA)	YES	
(B)Meeting of Audit Committee	49 (IIB)	YES	
(C)Powers of Audit Committee	49 (IIC)	YES	
(D)Role of Audit Committee	49 (IID)	YES	
(E)Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (111)	YES	
IV. Disclosures	49 (IV)		
(A)Basis of related party transactions	49 (IV A)	YES	*****
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C)Board Disclosures	49 (IV C)	YES	
(D)Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	*****
(E)Remuneration of Directors	49 (IV E)	YES	
(F)Management	49 (IV F)	YES	
(G)Shareholders	49 (IV G)	YES	
V.CEO/CFO Certification	49 V	YES	
VI. Report on Corporate Governance	49 VI	YES	
VII. Compliance	49VII	YES	*****

For Arshiya Limited

Shyam Rathi

CFO & Compliance Office

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Mumbai

15th January, 2014