

Ref: AL/SE/0919/02

Date: 04/09/2019

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
Bombay Stock Exchange 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

Sub: Outcome of Board Meeting

Dear Sir/Madam,

We hereby inform you that the Board of Directors of the Company at its meeting held today i.e. Wednesday, 4th September, 2019 has considered and approved the following:

1. In accordance with the SEBI (ICDR) Regulations, 2018 (**'SEBI (ICDR) Regulations'**) and other applicable provisions, if any, allotment of:
 - a. 4,55,772 (Four Lakhs Fifty-Five Thousand Seven Hundred and Seventy-Two) Compulsory Convertible Debentures (herein after referred to as 'CCD's') of face value of Rs. 1000/- each at par to creditors (Non-Promoters) on conversion of outstanding dues amounting to Rs. 45,57,72,000.
 - b. 80,000 (Eighty Thousand) Zero percent Optionally Convertible Redeemable Preference Shares 2019 - Series I of face value of Rs.10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) (herein after referred to as "OCRPS") to Edelweiss Asset Reconstruction Company Limited ("Lender on behalf of EARC trust"), Non-Promoter, on conversion of part of loan amounting to Rs. 8,00,00,000.
 - c. 24,30,373 (Twenty-Four Lakhs Thirty Thousand Three Hundred and Seventy-Three) equity shares of face value of Rs.2/- each to allottees as listed in Annexure - 1 upon conversion of 77,772 (Seventy-Seven Thousand Seven Hundred and Seventy-Two) Compulsory Convertible Debentures (CCD's) of face value of Rs. 1000/- each issued and allotted in para 1 above such that the price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended; and

Post allotment as aforesaid the paid-up equity capital of the company becomes Rs. 49,20,89,330/- comprising of 24,60,44,665 Equity Shares of Rs.2/- each.



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The requisite details as required in terms of Regulation 30 of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at Annexure - 1.

2. Considered and Approved, subject to the approval of shareholders, Issuance of upto 2,18,750 (Two Lakh Eighteen Thousand Seven Hundred and Fifty) equity shares of face value of Rs. 2/- each at a price of Rs. 32/- each [Rupees Thirty-Two only] (including premium of Rs. 30/- each [Rupees Thirty only]), being the price not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, by way of preferential allotment to Ms. Isha LaxmiNarayan (Non-Promoter) on conversion of outstanding dues amounting to Rs. 70,00,000.

The requisite details as required in terms of Regulation 30 of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided at Annexure - 2.

3. sale/disposal of the Company's undertaking in Arshiya Rail Infrastructure Limited (ARIL) and Arshiya Industrial and Distribution Hub Limited (AIDHL), wholly owned material subsidiaries of the Company. The same is put to shareholders for approval in the forthcoming Annual General Meeting.
4. the "Arshiya Limited Employee Stock Option Scheme, 2019 ("ESOP Scheme 2019"), pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), subject to the approval of the Shareholders at the ensuing Annual General Meeting, under the ESOP Scheme 2019.
5. Subject to the approval of the shareholders, to create, offer & issue 1,00,00,000 equity shares of face value Rs.2/- each on exercise of stock options at such approved exercise Price and authorized Nomination & Remuneration Committee to allot the same to the eligible employee on exercise of the employee stock options as per Arshiya Limited Employee Stock Option Scheme, 2019.
6. Notice is hereby given that the 38th Annual General Meeting (AGM) of the members of the company would be held on Monday, 30th day of September 2019 at 03:00 P.M. at the Hall of Culture (Nehru Centre), Dr. Annie Besant Road, Worli, Mumbai- 400 018.
7. The **notice** setting out the ordinary and Special Business to be transacted at the meeting alongwith the explanatory statement thereto and instructions for E-Voting, together with 38th Annual Report 2018-2019 to be dispatched to all the members shortly.
8. Further notice is hereby given that pursuant to section 91(1) of the Companies Act, 2013 read with Rule 10(1) of the companies (Management and Administration) Rules, 2014 , the **register of Members & Share Transfer Books** of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
9. The **E-voting period** shall begin on Friday, September 27, 2019 at (10:00 A.M.) and will end on Sunday, September 29, 2019 at (5:00 P.M. IST).



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During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** of 24th September, 2019, may cast their vote electronically.

10. M/s. Aabid & Co., Company Secretaries in practice has been appointed as **scrutinizer** for E-Voting **Process at forthcoming Annual General Meeting.**

You are requested to take the above information on your record.

The Meeting of the Board of Directors commenced at 15:00 Hrs and ended at 19:40Hrs.

Thanking you,
Yours faithfully,
For ARSHIYA LIMITED


Savita Dalal
Company Secretary & Compliance



Information as per Regulation 30 of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Issuance of Securities:

a.	Type of Securities issued	Compulsory Convertible Debentures ("CCD's"), Zero percent Optionally Convertible Redeemable Preference Shares 2019 - Series I ('OCRPS'), Equity Shares
b.	Type of Issuance	Preferential Issue
c.	Total number of securities issued or the total amount for which securities issued	<ul style="list-style-type: none"> 4,55,772 CCDs of face value of Rs. 1000/- each at par amounting to Rs. 45,57,72,000. 80,000 OCRPS of face value of Rs. 10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) amounting to Rs. 8,00,00,000. 24,30,373 equity shares of face value of Rs. 2/- each on conversion of 77,772 CCDs.

d. Additional Details in case of Preferential Issue:

i. Name of Investors:-

Sr. No	Name of the Investors	Category	CCD's of face value of Rs. 1000/- allotted at par	OCRPS of face value of Rs.10/- each allotted at a price of Rs. 1,000/- each (which includes premium of Rs. 990)	Equity Shares of face value of Rs.2/- each allotted on Conversion of CCD's
1.	Larsen and Toubro Ltd.	Non-Promoter	3,60,000	-	-
2.	SBI Capital Markets Limited	Non-Promoter	26,199	-	8,18,718
3.	Sterling & Wilson Private Limited	Non-Promoter	9,000	-	2,81,250
4.	IDBI Capital Markets & Securities Limited	Non-Promoter	9,319	-	2,91,218
5.	Rahul Fire Protection Services LLP	Non-Promoter	18,000	-	-
6.	Titagarh Wagon Ltd.	Non-Promoter	28,754	-	8,98,562



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Information as per Regulation 30 of Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I. Issuance of Securities:

a.	Type of Securities proposed to be issued	Equity shares of face value of Rs. 2 each
b.	Type of proposed Issuance	Preferential Issue
c.	Total number of securities proposed to be issued or the total amount for which securities proposed to be issued	Issuance of upto 2,18,750 Equity shares of face value of Rs. 2 each on conversion of outstanding dues amounting to Rs. 70,00,000.

d. Additional Details in case of Preferential Issue:

I. Name of Investors:-

Sr. No	Name of the Investors	Category	Maximum number of Equity Shares of face value of Rs.2/- each
1.	Ms. Isha LaxmiNarayan	Non- promoter	2,18,750

II. Post Allotment of Securities – Outcome of the Subscription, Issue price/allotted price (in case of convertibles), Number of Investors:

Not Applicable

III. Intimation on Convertibles - Intimation on conversion of Securities Or on lapse of the tenure of the Instrument:

Not Applicable

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7.	Mrs. Pratibha Lakhotiya (Proprietor of Lakhotiya & Associates)	Non- Promoter	4,500	-	1,40,625
8.	Edelweiss Asset Reconstruction Company Limited	Non- Promoter	-	80,000	-
TOTAL			4,55,772	80,000	24,30,373

II. Post Allotment of Securities/In case of Convertibles :-

Post Allotment of Securities – Outcome of the Subscription, Issue price/allotted price (in case of convertibles), Number of Investors	<p>Issued and Allotted:</p> <ul style="list-style-type: none"> • 4,55,772 CCD of face value of Rs. 1000/- each at par amounting to Rs. 45,57,72,000. • 80,000 OCRPS of face value of Rs. 10/- each at a price of Rs. 1,000/- each (which includes premium of Rs. 990) amounting to Rs. 8,00,00,000.
Intimation on conversion of Securities or on lapse of the tenure of the Instrument.	<ul style="list-style-type: none"> • 24,30,373 Equity Shares of face value of Rs.2/- each on conversion of 77,772 CCDs such that the price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended. <p>Number of Investors – Eight (8)</p>

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