Arshiya

Ref: AL/SE/022022/03

Date: 14th February 2022

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East),
Mumbai - 400051.

BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai – 400 001

Re.: - Arshiya Limited ("**the Company**") – **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Sub: Outcome of Meeting of the Board of Directors of Arshiya Limited held on 14th February 2022.

Dear Sir /Madam,

Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations'), inter-alia and the Board approved the Un-Audited Financial Results (Standalone and Consolidated) for the quarter and nine months ended December 31, 2021.

In this regard, please find enclosed:

a) Un-Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and nine months ended December 31, 2021.

   The above Un-audited Financial Results (Standalone and Consolidated) have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held today.

b) Limited Review Report in respect of aforesaid Financial Results (Standalone and Consolidated) of the Company for the quarter and nine months December 31, 2021.

The Meeting of the Board of Directors commenced at 02:00PM and concluded at 04:15 PM.

ARSHIYA LIMITED MUMBAI

Arshiya Limited

Arshiya

Kindly take the same on your record and acknowledge.

Thanking you.

Yours faithfully,
For ARSHIYA LIMITED

Ratika Gandhi
Company Secretary & Compliance Officer
Membership No. A29732

Encl: A/a

Arshiya Limited

Regd. Off.: 205/206 (Part), 2nd Floor, Ceejay House, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai - 400018. India
T: +91 22 4230 5500 | F: +91 22 4230 5555 | Email: info@arshiyalimited.com | www.arshiyalimited.com

Arshiya Limited

CIN: L93000MH1981PLC024747

Registered Office: 205 & 206 (Part), 2nd Floor, Ceejay House, Shiv Sagar Estate, F-Block,
Dr. Annie Besant Road, Worli, Mumbai- 400 018
Phone No. 022 42305500 # Email id: info@arshiyalimited.com # website: www.arshiyalimited.com

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2021

(Rs. in Lakhs)

Sr.No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
		(Unaudited)	(Refer note no. 12)	(Refer note no. 12)	(Unaudited)	(Refer note no. 12)	(Refer note no. 12)
1	**Income**						
	(a) Revenue from operations	1,195.98	1,650.27	1,328.83	4,353.01	4,479.80	6,632.39
	(b) Other Income	197.37	197.64	205.42	578.99	925.93	1,094.85
	Total Income	**1,393.35**	**1,847.91**	**1,534.25**	**4,932.00**	**5,405.73**	**7,727.24**
2	**Expenses**						
	(a) Material Handling and Other Charges	-	-	9.75	-	29.25	-
	(b) Employee benefits expense	288.02	369.75	259.67	937.84	737.83	961.13
	(c) Finance costs	4,328.84	4,225.72	3,733.20	12,632.36	11,029.76	14,812.38
	(d) Depreciation and amortization expense	280.50	247.83	326.86	777.52	1,027.37	1,289.67
	(e) Other expenses	187.42	227.71	221.28	560.12	452.00	1,520.17
	Total Expenses (a+b+c+d+e)	**5,084.78**	**5,071.01**	**4,550.76**	**14,907.84**	**13,276.21**	**18,583.35**
3	**Profit/(Loss) before tax (3-4)**	**(3,691.43)**	**(3,223.10)**	**(3,016.51)**	**(9,975.84)**	**(7,870.48)**	**(10,856.11)**
4	Tax expense	-	-	-	-	-	-
5	**Net profit/(Loss) after Tax (3-4)**	**(3,691.43)**	**(3,223.10)**	**(3,016.51)**	**(9,975.84)**	**(7,870.48)**	**(10,856.11)**
6	**Other Comprehensive Income**						
	Items that will not be reclassified to profit and loss:						
	Remeasurement of net defined benefit plan	(1.58)	(3.64)	2.11	(4.74)	6.33	1.93
7	**Total Comprehensive Income**	**(3,693.01)**	**(3,226.74)**	**(3,014.40)**	**(9,980.58)**	**(7,864.15)**	**(10,854.18)**
8	**Paid-up equity share capital (Face value per share Rs. 2/-)**	**5,245.52**	**5,245.52**	**5,161.52**	**5,245.52**	**5,161.52**	**5,245.52**
9	**Other Equity excluding Revaluation reserve**						**45,457.23**
10	**Earnings Per Equity Share (EPS) in Rs.**						
	- Basic	(1.41)*	(1.23)*	(1.17)*	(3.80)*	(3.05)*	(4.20)
	- Diluted	(1.41)*	(1.23)*	(1.17)*	(3.80)*	(3.05)*	(4.20)
	(*not annualised)						

Arshiya Limited
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Notes to Unaudited Standalone Financial Results: -

1. The Audit Committee has reviewed the results and the Board of Directors has approved these results for the quarter and for the nine month ended 31st December 2021 and its release in the meeting held on 14th February 2022.

2. Subsequent to the end of quarter ended 31st December 2021, National Company Law Tribunal, Mumbai Bench (NCLT) has approved Scheme of Arrangement (Scheme) vide it's order dated 21st January 2022. The Scheme became effective from 2nd February 2022. The Appointed date of the scheme is 1st April 2019. Pursuant to the Scheme:

   a) Domestic Business of the Company comprising of 43.23 acre of land situated at Khurja and other assets and liabilities pertaining to domestic business has been demerged from the Company into Resulting company i.e. Arshiya Rail Infrastructure Limited ("ARIL"). All assets and liabilities of the demerged undertakings have been derecognised at their respective carrying values with net differential amounts of Rs. 7,561.85 lakh on such derecognition being adjusted to the retained earnings.

   b) Investments and inter-company balances held in ARIL by the Company stand cancelled and adjusted in retained earnings.

   c) ARIL ceased to be subsidiary of the Company.

   d) The Scheme has been accounted for as per the accounting treatment approved by the NCLT read with applicable accounting standards prescribed under section 133 of the Companies Act, 2013.

   e) Accumulated balances in retained earnings as on appointed date are utilised against the securities premium account of the Company, resulting in to retained earnings reduced to NIL as on the appointed date.

   f) Upon the scheme becoming effective and in consideration of the demerger, for every 2 (two) fully paid-up equity shares of the Demerged Company, shall issue and allot to each member of the Parent Company on record date 1 (one) fully paid-up equity share of the Rs. 2/- each of ARIL. These new equity shares shall be listed on all stock exchanges where the equity shares of Demerged Company are listed.

3. Upon signing of Restructuring Agreement with Edelweiss Assets Reconstruction Company Limited (EARC), the Company is accruing penal interest on restructured debt @ 8% p.a. based upon the balance confirmation provided by EARC till 30th September 2019 against the documented rate of 18% per annum. It has resulted in the short provision of penal interest amounting to Rs. 3,500.20 Lakh till the year ended 31st March, 2021 and amounting to Rs. 534.74 Lakh and Rs. 1,598.39 Lakh for the quarter and for the nine month ended 31st December, 2021 respectively. In aggregate penal interest provisions are lower by Rs. 5,098.59 Lakh till 31st December, 2021. The Company represented to EARC for revision in penal interest and the same is under

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discussion. The Auditors have issued a modified conclusion in respect of the said matter in their review report.

4. The Company had issued a corporate guarantee of Rs. 39,414.43 Lakh to the lenders of Arshiya Northern FTWZ Limited ("ANFL") a subsidiary Company. This guarantee has been invoked by the lenders since ANFL had defaulted in servicing its borrowings towards principal and interest. The Company has carried out a fair valuation of this corporate guarantee through an independent chartered accountant firm and as per their report the value of security created in favour of the lender is higher than the total liability towards the borrowing. Accordingly, no provision is required towards the guarantee so invoked. The Auditors have referred to this as an emphasis of matter in their review report.

5. Based on Arshiya Northern FTWZ Limited's (ANFL, a subsidiary of the Company), business re-structuring, debt restructuring and business developments efforts, revival plans and, the in-principle term sheet signed with Ascendas Property Fund Trustee Pte. Ltd. ("Ascendas") for monetisation of warehouse, an assessment was carried out by the management of the Company and hence no provision for impairment on it's investment in ANFL and loan to ANFL is considered necessary as on 31st December 2021. The Auditors have referred to this as an emphasis of matter in their review report.

6. One of the Public Financial Institution (PFI) and one of the Non-Banking Financial Company (NBFC) which were lenders, have assigned their debts to EARC. The Company continues to provide normal interest in line with major terms negotiated with EARC until the finalisation of the restructuring agreement. Upon finalization of the terms of restructuring with EARC, the Company shall record the effect of the revised terms as to the repayment of principal and interest (including penal interest) in the period in which it is completed. With respect to these borrowings, EARC has issued SARFAESI Notice for recovery of dues and the matter is under discussion with EARC for debt settlement. The Auditors have referred to this as an emphasis of matter in their review report.

7. The focussed emphasis of the Government on logistics infrastructure sector is a big boon for the Company's business plan. The recent amendments in the SEZ policy, allowing manufacturing within the FTWZs will enhance the scope of activities carried out by FTWZ exponentially and will improve the Company's ability to expand the client base multi-fold and accordingly the Company has received approval of Multi-sector SEZ. This will enable the Company to offer additional value propositions to its clients and increase its business to a great extent, including 'Contract Manufacturing' in line with Global Free Zones. The management's plans as a developer of the business indicate that monetization will happen periodically and staggered, but significant payments will be received to streamline the cash flows.

   Further, India is witnessing a rapid growth in internet penetration and telecommunication technology. The expansion of the consumer base is complemented by the Government's drive to digitalise the economy, all of which is propelling the demand for data centres in India. This has enhanced the Company's capabilities to

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expand its business into data centre and related infrastructure. The Company has received the requisite approval from the concerned authority for the development of an additional sector i.e. Electronic Hardware and Software (including IT/ITES) at its existing facility at Panvel.

A detailed business development drive has been carried out by the Company through a reputed global consulting firm for business development of the FTWZ and data centre businesses. The outcome of the same is extremely encouraging.

Further growing demand of warehousing, considering the ongoing transaction executed with Ascendas for monetisation of a new multi-storied warehouse at Panvel and given the fact that the facilities have been built at strategic locations, the management's view on the future outlook of its business is very promising. Further this has been well recognised by many marquee existing clients and new clients. This has thrown up a large opportunity for which the Company is now bracing itself and is confident of seeing positive results in coming years.

Further, The Company is in active discussion / negotiation with lenders for debt restructuring / debt resolution for revival of the Company. The Company has planned growth strategy for development of the FTWZ business. Accordingly, the financial results have been prepared on a going concern basis.

8. The Company has entered into conditional Share Purchase Agreements with Ascendas Property Fund (India) Pte. Ltd. ("APFI") for sale of entire equity shares of Anomalous Infra Private Limited ("AIPL") and Arshiya Northern Projects Private Limited ("ANPPL") to APFI, upon fulfilment of certain conditions precedent and is subject to various approvals. Hence, investment in AIPL and ANPPL has been considered as Investment held for sale and discontinued operation as per Ind AS 105 "Non-Current Assets Held for Sale and Discontinued Operations". As per transaction documents related to AIPL, the new multi-storied warehouse building at FTWZ Panvel has been operational and is expected to be monetised in FY-22.

9. Two lenders of the Company and a lender of ANFL have filed petition against respective companies for recovery of dues at NCLT under Insolvency and Bankruptcy Code, 2016. The lender of ANFL has also called upon the Company as a corporate guarantor to the said loan. The Company is in discussion with lenders for debt resolution. The matter is pending for pre-admission stage.

10. There is no significant effect of global health pandemic - Covid 19 on the unaudited financial results of the Company. Further in assessing the recoverability of the carrying amount of receivables, unbilled revenue, the company has considered internal and external information upto the date of approval of these financial results. The impact of the global health pandemic may be different from its estimated as at the date of approval of these unaudited financial results and the Company will continue to closely monitor any material changes to future economic conditions.

11. Post demerger, the Company's activities during the period / year revolve around "Developing and Operating Free Trade & Warehousing Zone (FTWZ) and Special

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Economic Zone (SEZ)" with in "India". Considering the nature of the Company's business and operations, as well as, based on reviews of operating results by the chief operating decision maker there is only one reportable segment in accordance with the requirement of Ind AS 108 "Operating Segment" prescribed under Companies (Indian Accounting Standards) Rules 2015.

12. Previous Period / Year figures have been regrouped, reclassified and restated by the management pursuant to the scheme of arrangement (Refer note no. 2).

For and on behalf of Board of Directors of Arshiya Limited

Ajay S Mittal
Chairman & Managing Director
DIN No.: 00226355

Place: Mumbai
Date: 14th February, 2022

Arshiya Limited
MUMBAI

Independent Auditor's Review Report on Standalone Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Board of Directors of
ARSHIYA LIMITED

1. We have reviewed the accompanying statement of standalone unaudited financial results of **Arshiya Limited ("the Company")** for the quarter ended 31st December, 2021 and for the period from 1st April 2021 to 31st December, 2021 ("the statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulation"), as amended.

2. This statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" (Ind AS 34) as prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

CHATURVEDI & SHAH LLP MUMBAI CHARTERED ACCOUNTANTS

4. **Basis for Qualified Conclusion**

As mentioned in the Note No. 3 to the Statement, the Company has provided penal interest at 8% on borrowing from Edelweiss Assets Reconstruction Company Limited (EARC) as against the documented rate of 18%. The interest provisions in earlier period / years till 30th September 2019 were accounted based on the confirmations received from EARC at 8% penal interest rate. It has resulted in the short provision of interest amounting to Rs. 3500.20 Lakh till the year ended 31st March 2021 and for the quarter and for the period ended from 1st April, 2021 to 31stDecember, 2021 amounting to Rs. 534.74 Lakh and Rs. 1598.39 Lakh respectively, which is not in compliance with Ind AS-23 "Borrowing Cost" read with Ind AS-109 "Financial Instruments". In aggregate interest provisions are lower by Rs. 5098.59 Lakh till 31stDecember 2021.

Had interest been recognized at its documented rate, finance cost for the period ended 31st December 2021 and earlier years would have been higher and net loss after tax for the period and total comprehensive income would have been higher by equivalent amount, having consequential impact on other equity.

5. **Material uncertainty related to going concern:-**

We draw attention to the Note no. 7 of the statement, the Company is unable to pay it's dues to operational and financial creditors, the Company has defaulted in repayment of dues to lenders and started recovery proceeding, the Company has given guarantees for loan taken by the subsidiaries out of which guarantees are invoked by two lenders, some of the lenders have even called back their loans, current liabilities exceeded its current assets of the Company, lenders have applied before NCLT under Insolvency and Bankruptcy Code, 2016, and the Company have accumulated losses as at 31st December, 2021. The Company also received notice under SARFAESI from EARC, for certain borrowings, to discharge it's liabilities failing which they will realize the amount by enforcing securities on secured assets. These matters including other matters as set out in the notes indicate that a material uncertainty exists that may cast significant doubt about its ability to continue as a going concern. The management's plans as a developer of the business indicate that monetization will happen periodically, and staggered but significant payments will be received to streamline the cash flows. These along with other developments in the sector are detailed in the notes. The said assumption of going concern is dependent upon Company's plan to monetize its assets in timely manner and generate cash flows to meet its obligations. Our conclusion is not modified in respect of the said matter.

CHATURVEDI & SHAH LLP
MUMBAI
CHARTERED ACCOUNTANTS

6. **Emphasis of Matters**

6.1 We draw attention to Note 12 to the Statements, regarding accounting of the scheme from the appointed date being 1st April 2019 as approved by the National Company Law Tribunal, though the Scheme has become effective on 2nd February, 2022 and restatement of comparatives for the previous periods / years by the management of the Company.

6.2 We draw attention to the Note no. 4 to the Statement, regarding invocation of corporate guarantee by the Company to lenders of Arshiya Northern FTWZ Limited (ANFTWZ). The Company carried out the fair valuation of above guarantee through an independent Chartered Accountants firm and as per their report the value of assets in favor of lenders of ANFTWZ is higher than the total liabilities to them. Accordingly, no provision against the claims under the invoked corporate guarantee is considered necessary by management.

6.3 We draw attention to the Note no. 5 to the Statement, regarding Company's non-current investment in Arshiya Northern FTWZ Limited (ANFTWZ) and its loans dues amounting to Rs. 453,22.25 Lakh and Rs. 146,38.33 Lakh, respectively. The operations of ANFTWZ are dependent on business plans and various steps taken by the management. Based on this and other factors stated in aforesaid note, management has considered that no adjustment, at this stage, are required to be made to the carrying value of investment and receivables as at 31st December, 2021.

6.4 We draw attention to the Note no. 6 of the Statement, pending execution of restructuring agreement for assignment of its debt to Edelweiss Asset Reconstruction Company (EARC), the Company has continued to provide interest for the quarter and nine months 31st December, 2021 in line with major terms negotiated with EARC in case of other agreements. In view of the management, no penal interest needs to be provided for the above said debt presently.

Our conclusion on the Statement is not modified in respect of these matters.

CHATURVEDI & SHAH LLP MUMBAI CHARTERED ACCOUNTANTS

7. Based on our review conducted above *except for the possible effects of the matters described in paragraph 4 above "Basis for qualified conclusion"* and read with our comments in paragraph 5 and 6 above, nothing has come to our attention that causes us to believe that the accompanying statement of standalone unaudited financial results, prepared in accordance with the applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Chaturvedi & Shah LLP
Chartered Accountants
Registration No. 101720W/ W100355

Napawaliya

CHATURVEDI & SHAH LLP MUMBAI CHARTERED ACCOUNTANTS

Vijay Napawaliya
Partner
Membership No. 109859
UDIN: 22109859ACALAA3409

Place: Mumbai
Date: 14thFebruary 2022

Arshiya Limited

CIN: L93000MH1981PLC024747
Registered Office: 205 & 206 (Part), 2nd Floor, Ceejay House, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai- 400 018
Phone No. 022 42305500 # Email id: info@arshiyalimited.com # website: www.arshiyalimited.com

UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2021

(Rs. In Lakhs)

Sr.No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31.12.2021	30.09.2021	31.12.2020	31.12.2021	31.12.2020	31.03.2021
		(Unaudited)	(Refer note no. 12)	(Refer note no. 12)	(Unaudited)	(Refer note no. 12)	(Refer note no. 12)
1	**Income**						
	(a) Revenue from operations	3,693.13	3,612.39	3,626.47	11,123.10	10,632.07	14,278.42
	(b) Other Income	160.65	198.75	196.27	560.56	928.13	1,727.62
	Total Income	**3,853.78**	**3,811.14**	**3,822.74**	**11,683.66**	**11,560.20**	**16,006.04**
2	**Expenses**						
	(a) Material Handling, value optimisation services and other charges	239.10	231.06	219.08	665.96	586.51	820.47
	(b) Freight Expenses	263.16	192.78	161.10	644.39	438.86	599.27
	(c) Employee benefits expense	540.98	484.92	364.78	1,412.41	1,048.64	1,380.51
	(d) Finance costs	6,563.08	6,432.72	5,857.46	19,239.36	17,305.50	23,193.87
	(e) Depreciation and amortization expense	1,820.46	1,771.88	1,853.35	5,349.33	5,542.68	7,297.95
	(f) Other expenses	630.58	461.33	645.06	1,698.15	1,595.15	3,026.59
	Total Expenses (a to f)	**10,057.36**	**9,574.69**	**9,100.83**	**29,009.60**	**26,517.34**	**36,318.66**
3	**Profit/(Loss) before tax (1-2)**	**(6,203.58)**	**(5,763.55)**	**(5,278.09)**	**(17,325.94)**	**(14,957.14)**	**(20,312.62)**
4	Tax expense - Current Tax	3.38	(19.57)	6.18	30.79	11.37	8.64
5	**Net profit/(Loss) after Tax from Continuing Operations (3-4)**	**(6,206.96)**	**(5,743.98)**	**(5,284.27)**	**(17,356.73)**	**(14,968.51)**	**(20,321.26)**
6	Profit/(loss) from Discontinuing Operations (Refer note no. 8)	(208.37)	(224.46)	(38.50)	(435.60)	(117.08)	(224.44)
7	**Net profit/(Loss) after Tax (5+6)**	**(6,415.33)**	**(5,968.44)**	**(5,322.77)**	**(17,792.33)**	**(15,085.59)**	**(20,545.70)**
8	**Other Comprehensive Income**						
	Item that will not be reclassified to profit and loss:						
	Remeasurement of gains / (losses) on defined benefit plans	(1.18)	(3.84)	3.14	(3.83)	9.44	4.76
9	**Total Comprehensive Income**	**(6,416.51)**	**(5,972.28)**	**(5,319.63)**	**(17,796.16)**	**(15,076.15)**	**(20,540.94)**
10	**Profit/(Loss) attributable to:**						
(a)	Owner of the parent	(6,415.33)	(5,968.44)	(5,322.77)	(17,792.33)	(15,085.59)	(20,545.70)
(b)	Non-controlling interest	-	-	-	-	-	-
		(6,415.33)	**(5,968.44)**	**(5,322.77)**	**(17,792.33)**	**(15,085.59)**	**(20,545.70)**
11	**Other Comprehensive Income attributable to:**						
(a)	Owner of the parent	(1.18)	(3.84)	3.14	(3.83)	9.44	4.76
(b)	Non-controlling interest	-	-	-	-	-	-
		(1.18)	**(3.84)**	**3.14**	**(3.83)**	**9.44**	**4.76**
12	**Total Comprehensive Income attributable to:**						
(a)	Owner of the parent	(6,416.51)	(5,972.28)	(5,319.63)	(17,796.16)	(15,076.15)	(20,540.94)
(b)	Non-controlling interest	-	-	-	-	-	-
		(6,416.51)	**(5,972.28)**	**(5,319.63)**	**(17,796.16)**	**(15,076.15)**	**(20,540.94)**
13	**Paid-up equity share capital (Face value per share Rs. 2)**	**5,245.52**	**5,245.52**	**5,161.52**	**5,245.52**	**5,161.52**	**5,245.52**
14	**Other Equity excluding Revaluation reserve**						**(16,753.94)**
15	**Earnings Per Share (EPS) in Rs. (for continuing operation)**						
	- Basic	(2.37)*	(2.19)*	(2.05)*	(4.25)*	(5.80)*	(7.86)
	- Diluted	(2.37)*	(2.19)*	(2.05)*	(4.25)*	(5.80)*	(7.86)
16	**Earnings Per Share (EPS) in Rs. (for discontinuing operation)**						
	- Basic	(0.08)*	(0.09)*	(0.01)*	(0.09)*	(0.05)*	(0.09)
	- Diluted	(0.08)*	(0.09)*	(0.01)*	(0.09)*	(0.05)*	(0.09)
17	**Earnings Per Share (EPS) in Rs. (for continuing and discontinuing operation)**						
	- Basic	(2.45)*	(2.28)*	(2.06)*	(4.34)*	(5.85)*	(7.95)
	- Diluted	(2.45)*	(2.28)*	(2.06)*	(4.34)*	(5.85)*	(7.95)
	*not annualised						

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Notes to Unaudited Consolidated Financial Results: -

1. The Consolidated Financial Results of Arshiya Limited ('Parent Company') and its Subsidiaries (together referred to as the 'Group') for the quarter and nine month ended 31st December 2021 were reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Parent Company at its meeting held on 14th February, 2022.

2. Subsequent to the end of quarter ended 31st December 2021, National Company Law Tribunal, Mumbai Bench (NCLT) has approved Scheme of Arrangement (Scheme) vide it's order dated 21st January 2022. The Scheme became effective from 2nd February 2022. The Appointed date of the scheme is 1st April 2019. Pursuant to the Scheme:

a) Domestic Business of the Parent Company comprising of 43.23 Acre of land situated at Khurja and other assets and liabilities pertaining to domestic business of the Parent Company into Resulting company i.e. Arshiya Rail Infrastructure Limited ("ARIL"). All assets and liabilities of the demerged undertakings have been derecognised in the books of Parent Company at their respective carrying values with net differential amounts of Rs. 7,561.85 lakh on such derecognition being adjusted to the retained earnings.

b) Investments and inter-company balances held in ARIL by the Parent Company stand cancelled and adjusted in retained earnings.

c) ARIL ceased to be subsidiary of the Parent Company.

d) The Scheme has been accounted for as per the accounting treatment approved by the NCLT read with applicable accounting standards prescribed under section 133 of the Companies Act, 2013.

e) Accumulated balances in retained earnings as on appointed date are utilised against the securities premium account of the Parent Company, resulting in to retained earnings reduced to NIL as on the appointed date.

f) Upon the scheme becoming effective and in consideration of the demerger, for every 2 (two) fully paid-up equity shares of the Demerged Company, shall issue and allot to each member of the Parent Company on record date 1 (one) fully paid-up equity share of the Rs. 2/- each of ARIL. These new equity shares shall be listed on all stock exchanges where the equity shares of Demerged Company are listed.

3. Upon signing of Restructuring Agreement with Edelweiss Assets Reconstruction Company Limited (EARC), the Group is accruing penal interest on restructured debt @ 8% p.a. based upon the balance confirmation provided by EARC till 30th September 2019 against the documented rate of 18% per annum. It has resulted in the short provision of penal interest amounting to Rs. 4,228.01 Lakh till the year ended 31st March, 2021 and amounting to Rs. 702.01 Lakh for the quarter and Rs 2,098.41 Lakh for nine month ended 31st December, 2021. In aggregate penal interest provisions are lower by Rs. 6,326.42 Lakh till 31st December, 2021. The Group represented to EARC

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for revision in penal interest and the same is under discussion. The Auditors have issued a modified conclusion in respect of the said matter in their review report.

4. Two Subsidiaries have entered into agreements with a business group for providing storage space and other services. Total revenue from fixed storage of Rs. 678.46 lakhs and from other services Rs. 7.34 Lakhs have been recognised during the nine months ended 31st December 2021. Based on current business trend in metal sector and considering overall business conduct of the business group, management is confident to receive outstanding dues from the business group. The business group has been doing business in Panvel FTWZ since more than a decade and have cleared all their dues though there are some delays in payment. Further in the event of any default, the subsidiaries will be entitled to lien on their goods stored in FTWZ warehouses, as per terms of agreements. As on 31st December 2021 estimated value of cargo of the business group is higher than the outstanding dues to the subsidiaries. In view of aforesaid facts and further as per discussion with the business group and considering their future plans of business in our FTWZ, the management is confident that the outstanding balance of Rs. 1,369.88 lakhs as on 31st December 2021 from the business group are good and fully recoverable. During the current quarter, the Subsidiary company received collections of Rs.540.00 Lakh from this group. The Auditors have referred to this as an emphasis of matter in their review report.

5. Trade receivables and other financial asset includes amounts aggregating to Rs. 322.11 lakhs (including unbilled amount of Rs. 255.45 lakhs) from four customers who have warehoused imported goods. The subsidiary has made collection efforts, but there has been no response on the Company's follow up with these customers and the Customers have not been traceable now.

   The subsidiary has initiated recovery process by way of auction of the goods in the custody of the subsidiary based on the notification by SEZ authority. The SEZ Authority has approved the auction of the said goods. Since, the value of the goods in custody of the subsidiary is sufficient to recover it's dues including statutory levies thereon, in view of the Management of the Company the receivables from those customers are fully recoverable and no provisions are required against those receivables. The Auditors have referred to this as an emphasis of matter in their review report.

6. One of the Public Financial Institution (PFI) and one of the Non-Banking Financial Company (NBFC) which were lenders of Parent Company has assigned their debts to EARC. The Parent Company continues to provide normal interest in line with major terms negotiated with EARC until the finalisation of the restructuring agreement. Upon finalization of the terms of restructuring with EARC, the Parent Company shall record the effect of the revised terms as to the repayment of principal and interest (including penal interest) in the period in which it is completed. With respect to these borrowings, EARC has issued SARFAESI Notice for recovery of dues and the matter is under discussion with EARC for debt settlement. The Auditors have referred to this as an emphasis of matter in their review report.

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7.1 The focussed emphasis of the Government on logistics infrastructure sector is a big boon for the Group's business plan. The recent amendments in the SEZ policy, allowing manufacturing within the FTWZs will enhance the scope of activities carried out by FTWZ exponentially and will improve the Group's ability to expand the client base multi-fold. This will enable the Group to offer additional value propositions to its clients and increase its business to a great extent, including 'Contract Manufacturing' in line with Global Free Zones. The management's plans as a developer of the business indicate that monetization will happen periodically and staggered, but significant payments will be received to streamline the cash flows.

Further, India is witnessing a rapid growth in internet penetration and telecommunication technology. The expansion of the consumer base is complimented by the Government's drive to digitalise the economy, all of which is propelling the demand for data centres in India. This has enhanced the Group's capabilities to expand its business into data centre and related infrastructure. The Group has received the requisite approval from the concerned authority for the development of an additional sector i.e. Electronic Hardware and Software (including IT/ITES) at its existing facility at FTWZ, Panvel.

A detailed business development drive has been carried out by the Parent Company through a reputed global consulting firm for business development of the FTWZ and data centre businesses. The outcome of the same is extremely encouraging. The Group has entered into contracts with various new clients. Further the Group is making efforts towards its growth strategy and debt restructuring plan for revival of the Group's business.

Locations of both the FTWZ of the Group are most strategically located for carrying out manufacturing, trading, and warehousing activities. This has been well recognised by many marquees existing clients and new clients. This has thrown up a large opportunity for which the Group is now bracing itself and is confident of seeing positive results in coming years.

In light of all the above developments and ongoing discussion with lenders for debt restructuring / debt resolution with lenders, considering the ongoing transaction executed with Ascendas for monetisation of a new multi-storied warehouse at Panvel and given the fact that the facilities have been built at strategic locations and growing demand of warehousing the management's view on the future outlook of its business is very promising. Accordingly, the financial results of the Parent Company has been prepared on going concern basis.

7.2 With respect of one of subsidiary i.e. Arshiya Northern FTWZ Limited ("ANFL") the net worth of the ANFL turned negative as at 31st December, 2021 and current liabilities is more than the current assets. ANFL is equipped with world class logistic infrastructure at Khurja, which is strategically located at the confluence of Western and Eastern Dedicated Freight Corridor (DFC). The DFC will improve efficiency and cargo deliverables. Commissioning of the DFC could benefit customers by operation of longer, heavier and faster train services which will improve operational efficiency. The commencement of work on the proposed Jewar Airport which is in close proximity to

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Khurja will also boost the Group's business. Further detailed business development has been carried out by through a reputed global consulting firm for FTWZ. Further, the ANFL also under advanced stage of debt restructuring besides monetization of assets.

In view of above Financial of one of subsidiary i.e. Arshiya Northern FTWZ Ltd has been prepared on going concerned basis considering business plan and recent amendments in SEZ policy will enhance the scope of activities carried out by FTWZ exponentially.

7.3 Based on all of the above and the Group's planned monetisation of assets and further infusion of equity, the financial results of three other subsidiaries have also been prepared on going concern basis.

8. The Parent Company has entered into conditional Share Purchase Agreements with Ascendas Property Fund (India) Pte. Ltd. ("APFI") for sale of entire equity shares of Anomalous Infra Private Limited ("AIPL") and Arshiya Northern Projects Private Limited ("ANPPL") to APFI, upon fulfilment of certain conditions precedent and is subject to various approvals. Hence, assets and liabilities in AIPL and ANPPL has been considered as "Assets and Liabilities held for sale and Discontinued Operations".

9. Two lenders of the Parent Company and a lender of ANFL have filed petition against respective companies for recovery of dues at NCLT under Insolvency and Bankruptcy Code, 2016. The lender of ANFL has also called upon the Parent Company as corporate guarantor to the said loan. The Group is in discussion with lenders for debt resolution. The matter is pending at pre-admission stage.

10. Post demerger, the Group's activities during the period / year revolve around "Developing and Operating Free Trade & Warehousing Zone (FTWZ) and Special Economic Zone (SEZ)" with in "India". Considering the nature of the Group's business and operations, as well as, based on reviews of operating results by the chief operating decision maker there is only one reportable segment in accordance with the requirement of Ind AS 108 "Operating Segment" prescribed under Companies (Indian Accounting Standards) Rules 2015.

11. There is no significant effect of global health pandemic – Covid 19 on the unaudited financial results of the Group. Further in assessing the recoverability of the carrying amount of receivables, unbilled revenue, the Group has considered internal and external information upto the date of approval of these financial results. The impact of the global health pandemic may be different from its estimated as at the date of approval of these unaudited financial results and the Group will continue to closely monitor any material changes to future economic conditions.

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12. The figures for the previous period / year have been re-grouped, re-arranged and restated by the management pursuant to the scheme of arrangement (Refer note no. 2).

For and on behalf of Board of Directors of Arshiya Limited

Ajay S Mittal
Chairman & Managing Director
DIN No.: 00226355

Place: Mumbai
Date: 14th February, 2022

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Independent Auditor's Review Report on consolidated unaudited financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of
ARSHIYA LIMITED

1. We have reviewed the accompanying statement of consolidated unaudited financial results of **Arshiya Limited** ("the Parent") and its subsidiaries (the parent and its subsidiaries together refer to as "the Group"), for the quarter ended 31st December, 2021 and for the period ended 1st April, 2021 to 31st December, 2021 ("the statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("the Listing Regulations"), as amended.

2. This statement, which is the responsibility of the parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.

3. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular no. CIR/CFD/CMD1/44/2019 issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Listing Regulations, as amended, to the extent applicable.

4. The statement includes the results of the following subsidiaries:-

- Arshiya Lifestyle Limited
- Arshiya Logistics Services Limited
- Arshiya Northern Projects Private Limited
- Arshiya Northern FTWZ Limited
- Arshiya Technologies (India) Private Limited

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- Arshiya 3PL Services Private Limited
- Anomalous Infra Private Limited
- Arshiya Infrastructure Developers Private Limited
- Unrivalled Infrastructure Private Limited
- Arshiya Panvel FTWZ Services Private Limited
- Arshiya Panvel Logistics Services Private Limited
- Arshiya Data Centre Private Limited
- Arshiya Distribution Hub Private Limited

5. **Basis for Qualified Conclusion**

As mentioned in the Note No. 3 of the statement, the Group has provided penal interest at 8% on borrowing from Edelweiss Assets Reconstruction Company Limited (EARC) as against the documented rate of 18%. Interest provisions in earlier period / years were accounted based on the confirmations received from EARC. It has resulted in the short provision of interest amounting to Rs. 4228.01 Lakh till the year ended 31st March 2021 and for the quarter and for the period ended from 1st April 2021 to 31st December 2021 amounting to Rs. 702.01 Lakh and Rs. 2098.41 Lakh respectively, which is not in compliance with Ind AS-23 "Borrowing Cost" read with Ind AS-109 "Financial Instruments". In aggregate interest provisions are lower by Rs. 6326.42 Lakh till 31St December, 2021. Had interest been recognized at its documented rate, finance cost for the period ended 31st December, 2021 and earlier years would have been higher and net loss after tax for the period and total comprehensive income would have been higher by equivalent amount, having consequential impact on other equity.

6. **Material uncertainty related to the Going Concern**

6.1 We draw attention to the Note no. 7.1 of the statement, which indicate that the Parent Company have accumulated losses as at 31st December, 2021, unable to pay its dues to operational and financial creditors, the Parent Company has defaulted in repayment of dues to lenders and started recovery proceeding, some of the lenders have even called back their loans, lenders has applied before NCLT under Insolvency and Bankruptcy Code, 2016. The Parent Company also received notice under SARFAESI from EARC, for certain borrowings, to discharge it's liabilities failing which they will realize the amount by enforcing securities on secured assets. These matters including others matters as set out in the notes indicate that a material uncertainty exists that may cast significant doubt about their ability to continue as a going concern. The management's plans as a developer of the business indicate that monetization will happen periodically and staggered but significant payments will be received to streamline the cash flows. These along with other developments in the sector are detailed in the notes. The said assumption of going concern is dependent upon Parent Company's plan to monetize its assets in timely manner and generate cash flows to meet its obligations.

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6.2 As mentioned in the Note No. 7.2 of the statement, in respect of Arshiya Northern FTWZ Limited (ANFTWZ), a subsidiary company's networth turned negative as at 31st December, 2021, unable to pay its dues to operational and financial creditors, it has defaulted in repayment of dues to lenders, further it has appointed external agency for business development. We have been informed by the management that Company is also under advanced stage of debt restructuring with lenders and monetization of assets. These matters including others matters as set out in the notes indicate that a material uncertainty exists that may cast significant doubt about their ability to continue as a going concern. The financial results of the Arshiya Northern FTWZ Limited (ANFTWZ) have been prepared on the going concern basis. The said assumption of going concern is dependent upon Company's plan to monetize its assets in timely manner and generate cash flows to meet its obligations.

Our conclusion is not modified in respect of the said matters.

7. Emphasis of Matters

7.1 We draw attention to Note 12 of the statement regarding accounting of the scheme from the appointed date being 1st April 2019 as approved by the National Company Law Tribunal, though the Scheme has become effective on 2nd February, 2022 and restatement of comparatives for the previous period /years by the management of the Parent Company.

7.2 The Auditor of two subsidiaries in their review report on the financial results of those subsidiaries have reported in their review report, following paragraph:-
We draw attention to Note no. 4 and 5 of the Statement regarding recoverability of trade receivables and other financial assets aggregating to Rs. 1691.99 Lakh as at 31st December, 2021 from certain customers. The Management of the Companies is of the view that the said amounts are considered to be good and fully recoverable as on 31st December, 2021, and accordingly, no provision is required to be made in view of the reasons stated in the aforesaid note.

7.2 We draw attention to the Note no. 6 of the statement, pending execution of restructuring agreement for assignment of parent company's debt to Edelweiss Asset Reconstruction Company (EARC), the parent company has continued to provide interest for the quarter and nine months period ended 31st December, 2021 in line with major terms negotiated with EARC in case of other agreements. In view of the management, no penal interest needs to be provided for above said debts presently.

Our conclusion on the Statement is not modified in respect of these matters.

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8. Based on our review conducted and procedures performed as stated in paragraph 3 above except for the possible effects of the matters described in paragraph 5 above *"Basis for Qualified Conclusion"* and read with our comments in paragraph 6 and 7 above and based on the consideration of the review reports of the other auditors referred to in paragraph 9 below, nothing has come to our attention that causes us to believe that the accompanying statement of consolidated unaudited financial results, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

9. We did not review the interim financial information/ financial results of 6 subsidiaries included in the consolidated unaudited financial results, whose interim financial information/financial results reflect total revenue of Rs. 4,227.08 Lakh and Rs. 12,765.44 Lakh, total net profit/(Loss) after tax of Rs. (615.54) Lakh and Rs. (1,475.61) Lakh and total comprehensive income/(loss) of Rs. (616.75) Lakh and Rs. (1,479.25) Lakh for the quarter ended 31st December, 2021 and for the period ended from 1st April, 2021 to 31st December, 2021 respectively as considered in the consolidated unaudited financial results. These interim financial information/financial results which have been reviewed by other auditors whose reports have been furnished to us by the management and our conclusion on the statement, in so far as it relates to the amount and disclosure included in respect of these subsidiaries is based solely on the reports of the other auditors and procedures performed by us as stated in paragraph 3 above.

Our conclusion on the statement is not modified in respect of the above matters with respect to our reliance on the work done and the report of other auditors.

For Chaturvedi & Shah LLP
Chartered Accountants
Registration No. 101720W/ W100355

Napawaliya

CHATURVEDI & SHAH LLP MUMBAI CHARTERED ACCOUNTANTS

Vijay Napawaliya
Partner
Membership No. 109859
UDIN: 22109859ACAMPW7096

Place: Mumbai
Date: 14th February 2022