M. A. PARIKH & CO.
CHARTERED ACCOUNTANTS

AUDITOR'S REPORT

To,
The Board of Directors of Arshiya Limited

1. We have audited the quarterly financial results ("the Statement") of **Arshiya Limited** ("the Company") for the quarter ended 31st March, 2015 and the year to date results for the year ended on that date, attached herewith, being submitted by the company pursuant to the requirements of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. Attention is invited to Note 2 of the Statement regarding figures of last quarter are the balancing figures between the audited figures in respect of full financial year and the published year to date figures up to third quarter of the current financial year.

4.1 We draw attention to Note 4.1 of the Statement regarding financial stress faced by the Company which is reflected by outstanding full and final settlement dues of resigned employees to the extent of Rs. 227.85 lacs, statutory dues i.e income tax deducted at source and service tax of Rs. 859.53 lacs are in arrears, the dues (interest and repayment of borrowings) of a bank, financial institutions and a non-banking finance company aggregating to Rs. 32,179.45 lacs are overdue, short term funds have been used for long term purposes and certain lenders have filed court cases against the Company/Director for winding up/ recovery of their dues for dishonor of cheques.

4.2 We draw attention to Note 4.2 of the Statement regarding Secured Lenders (Banks) have approved the restructuring package under "Corporate Debt Restructuring Package" (CDR) during previous year. This year, the Company has not been able to generate sufficient cash flows to service the loan repayments/interest payments which resulted into Company's borrowings becoming "Non Performing Assets" (NPA's) with some of the Banks. Such defaults entitle the CDR lenders to reverse the waiver/sacrifices granted by them. The Management is of the view that the lenders are unlikely to exercise their right. Therefore, the amount estimated on account of such waiver/sacrifices at Rs. 7,335 lacs is reported as Contingent Liability in the Financial Statements. Further, State Bank of Patiala (SBP) which was part of the "Corporate Debt Restructuring" (CDR) has assigned its respective outstanding dues in favour of Edelweiss Asset Reconstruction Company (EARC) on the same terms and conditions as applicable to said lender.

MUMBAI
CHARTERED ACCOUNTANTS

YUSUF BUILDING, 2ND FLOOR, 43, MAHATMA GANDHI ROAD, FORT, MUMBAI – 400 001.
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5. Attention is invited to note No. 6 regarding Mark to Market Losses:

5.1 In respect of derivative contracts entered into with Axis Bank, the Company is of the view that MTM Loss has to be worked out taking into account the spot exchange rate(s) on the reporting date as it is committed to continue derivative contracts till their maturity and hence, applying the fair market value presuming that the derivative contracts would be cancelled on the reporting date shall not reflect the correct financial position. However, the banks have entered into derivative contracts with the Company have, intimated that the loss on account of MTM loss is Rs.3,647.77 Lacs as upto 31st March, 2015 as against the amount of Rs. 2,384.63 Lacs as determined as per the Company's view.

5.2 In respect of derivative contracts entered into with ING Vysya Bank (now amalgamated with Kotak Mahindra Bank Limited w.e.f.1st April, 2015) the contracts have been prematurely terminated by the Bank, which is disputed by the company. However in the meantime, pending resolution of dispute, the Company has made provision on account of MTM losses amounting to Rs. 1,799.43 lacs as upto 31st March, 2015, as per past practice of providing MTM losses taking into account the spot exchange rate(s) on the reporting date.

6. Remuneration of Rs.114.82 lacs paid to the Executive Director is subject to the approval of the Central Government.

7. In our opinion and to the best of our information and according to the explanations given to us, on the basis stated in paragraphs 4, 5 and 6 the Statement:

   (i) Is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and

   (ii) gives a true and fair view of the net loss and other financial information of the Company for the quarter/year ended 31st March, 2015.

8. Further, we also report that we have traced from the details furnished by the Management/ Registrars, the number of Shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding pledged/ encumbered shares and Non-encumbered shares of promoter and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to undisputed investor companies.

For M. A. Parikh & Co.,
Chartered Accountants
Firm Registration No. 107556W

M. A. PARIKH & CO. MUMBAI CHARTERED ACCOUNTANTS

(Mukul Patel)
Partner
Membership No. 32489

Place: Mumbai
Dated: 15th May, 2015

Arshiya Limited

CIN: L27320MH1981PLC024747

(Formerly known as Arshiya International Limited)

Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai- 400 025

AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31ST MARCH, 2015

(Rs In Lacs)

Sr.No.	Particulars	Quarter Ended			Year Ended	
		31.03.2015 (Audited)	31.12.2014 (Unaudited)	31.03.2014 (Unaudited)	31.03.2015 (Audited)	31.03.2014 (Audited)
1	**Income from operations**					
	(a) Income from operations	1,427.11	1,260.61	7,066.01	5,050.53	30,136.16
	(b) Other operating income	-	-	33.42	-	33.42
	Total income from operations (net)	1,427.11	1,260.61	7,099.43	5,050.53	30,169.58
2	**Expenses**					
	(a) Cost of operations	55.83	75.42	5,915.64	315.12	25,265.06
	(b) Employee benefits expense	334.89	371.97	744.52	1,402.41	1,907.21
	(c) Depreciation and amortization expense	643.28	747.18	525.59	2,922.02	1,958.10
	(d) Other expenses	685.04	448.03	1,453.42	2,224.52	3,314.20
	Total expenses (a+b+c+d)	1,719.05	1,642.60	8,639.17	6,864.07	32,444.57
3	**Profit/ (Loss) from operations before other income, finance costs and exceptional items (1-2)**	(291.94)	(381.99)	(1,539.74)	(1,813.54)	(2,274.99)
4	Other Income	21.33	7.20	1,442.20	60.23	1,485.28
5	**Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	(270.60)	(374.79)	(97.54)	(1,753.31)	(789.71)
6	Finance costs	5,785.71	5,365.05	6,558.16	21,320.83	18,487.80
7	**Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)**	(6,056.32)	(5,739.84)	(6,655.70)	(23,074.14)	(19,277.51)
8	Exceptional Items (Net)	(108.72)	846.24	1,656.80	1,008.79	10,667.35
9	Prior Period Adjustment	317.40	-	(81.36)	317.40	(81.36)
10	**Profit / (Loss) from ordinary activities before tax (7-8-9)**	(6,265.00)	(6,586.09)	(8,231.14)	(24,400.33)	(29,863.50)
11	Tax expense (Current Tax, MAT Credit and Deferred Tax)	-	-	(66.77)	-	(95.83)
12	**Net profit/ (Loss) for the period from ordinary activities (10-11)**	(6,265.00)	(6,586.09)	(8,164.37)	(24,400.33)	(29,767.67)
13	**Paid-up equity share capital (Face value per share Rs.2/-)**	2,548.59	2,548.59	1,342.59	2,548.59	1,342.59
14	**Reserves excluding Revaluation Reserves as per Balance sheet of previous accounting year**					31,609.97
15	**Earnings Per Share (EPS)**					
	EPS before & after Extraordinary items (not annualised)					
	- Basic	(4.92)	(5.57)	(13.18)	(22.82)	(48.07)
	- Diluted	(4.92)	(5.57)	(13.18)	(22.82)	(48.07)
16A	Particulars of Shareholdings					
i	**Public shareholding**					
	- Number of Shares	39,059,247	39,059,247	39,059,247	39,059,247	39,059,247
	- Percentage of Shareholding	30.65%	30.65%	58.18%	30.65%	58.18%
ii	**Promoters & Promoter Group Shareholding**					
	a) Pledged/Encumbered					
	- Number of Shares	74,370,225	74,370,225	18,820,225	74,370,225	18,820,225
	- Percentage of shares (as a % of the total shareholding of promoter & promoter group)	84.16%	84.16%	67.05%	84.16%	67.05%
	- Percentage of shares (as a % of the total share capital of the company)	58.36%	58.36%	28.04%	58.36%	28.04%
	b) Non Encumbered					
	- Number of Shares	14,000,000	14,000,000	9,250,000	14,000,000	9,250,000
	- Percentage of shares (as a % of the total shareholding of promoter & promoter group)	15.84%	15.84%	32.95%	15.84%	32.95%
	- Percentage of shares (as a % of the total share capital of the company)	10.99%	10.99%	13.78%	10.99%	13.78%

16B	**Investor Complaints**		For the year ended on 31st March, 2015
	Pending at the beginning of the year		Nil
	Received during the year		2
	Disposed off during the year		2
	Remaining unresolved at the end of the year		Nil

Arshiya Limited Mumbai

Arshiya Limited

CIN: L27320MH1981PLC024747

(Formerly known as Arshiya International Limited)

Registered Office : Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai-400 025

AUDITED STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH, 2015

(Rs in Lacs)

Sr.No.		STANDALONE	
		31.03.2015 (Audited)	31.03.2014 (Audited)
I	**EQUITY AND LIABILITIES**		
	(1) Shareholders' funds		
	(a) Share capital	2,548.59	1,342.59
	(b) Reserves and surplus	44,468.86	54,575.54
		47,017.45	**55,918.13**
	(c) Share /Warrant Application Money	-	2,749.00
		47,017.45	**58,667.13**
	(2) Non-current liabilities		
	(a) Long-term borrowings	124,779.42	124,408.67
	(b) Other long-term liabilities	3,204.07	109.53
	(c) Long-term Provision	6.30	60.79
		127,989.79	**124,578.99**
	(3) Current liabilities		
	(a) Short-term borrowings	11,773.56	22,474.11
	(b) Trade payables	675.84	6,043.51
	(c) Other current liabilities	48,498.40	34,745.73
	(d) Short-term provisions	4,261.07	3,459.00
		65,208.87	**66,722.35**
	TOTAL	**240,216.11**	**249,968.47**
II	**ASSETS**		
	(1) Non-current assets		
	(a) Fixed assets	144,923.24	148,198.49
	(b) Non-current investments	83,424.41	83,459.72
	(c) Long-term loans and advances	9,008.46	7,704.39
	(d) Other non-current assets	-	61.33
		237,356.11	**239,423.93**
	(2) Current assets		
	(a) Trade receivables	336.34	7,789.00
	(b) Cash and bank balances	218.44	567.58
	(c) Short-term loans and advances	2,305.22	2,186.36
	(d) Other current assets	-	1.60
		2,860.00	**10,544.54**
	TOTAL	**240,216.11**	**249,968.47**

Arshiya Limited
Mumbai

Arshiya Limited (Formerly known as Arshiya International Limited)
CIN: L27320MH1981PLC024747
Registered Office: Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg,
Prabhadevi, Mumbai – 400 025

Notes to Standalone Results:

1) The Statutory Auditors of the Company have carried out the audit on standalone basis of the financial results for the quarter ended 31st March, 2015 and the year ended 31st March, 2015.

2) The figures of last quarter are the balancing figures between the audited figures in respect of full financial year and the published year to date figures up to third quarter of the current financial year.

3) The above financial results for the quarter ended 31st March, 2015 and year ended on that date have been reviewed by the Audit Committee at their meeting held on 14th May, 2015 and approved by the Board of Directors on 15th May, 2015.

4.1) The Company's profit/(loss) from Operations before Other Income, Depreciation, Finance costs and exceptional items is now positive and has significantly improved to Rs. 1,108.48 lacs for F.Y. 2014-2015 as compared to Rs.(316.89) lacs for F.Y. 2013-2014. However, the Company continues to be under financial stress which is reflected by non-payment of full and final settlement dues of employees to the extent of Rs.227.85 lacs, delay in payment of dues of interest and repayment of principal borrowings to the banks, non-banking finance company and financial institution aggregating to Rs.32,179.45 lacs, including interest of Rs. 15,334.23 lacs, statutory dues remaining unpaid to the extent of Rs. 859.53 lacs and court cases against the Company/Directors for winding up/other legal proceedings for recovery of dues/dishonor of cheques.

4.2) During the previous year, Secured Lenders (Banks) have approved the restructuring package under "Corporate Debt Restructuring Package" (CDR). This year, the Company has not been able to generate sufficient cash flows to service the loan repayments/interest payments which resulted into Company's borrowings becoming "Non Performing Assets" (NPA's) with some of the Banks. Such defaults entitle the CDR lenders to reverse the waiver/sacrifices granted by them. The Management is of the view that the lenders are unlikely to exercise their right. Therefore, the amount estimated on account of such waiver/sacrifices at Rs. 7,335 lacs is reported as Contingent Liability in the Financial Statements. Further State Bank of Patiala (SBP) who was part of the "Corporate Debt Restructuring" (CDR) has assigned its respective outstanding dues in favour of Edelweiss Asset Reconstruction Company (EARC) on the same terms and conditions as applicable to said lender.

Arshiya Limited
Mumbai

4.3) The Management of the Company is in the process of restructuring its business operations as also those of its subsidiaries in which it has substantial investments, by –

* expanding the business volumes,
* establishing an Inland Container Depot,
* Infusion of funds by promoters through subscribing of equity capital and providing interest free unsecured loans.

The above steps shall enable the Company to improve Company's net worth and its ability to discharge its debts/liabilities in near future.

5. In view of absence of profits as also the company not being able to repay its debts and interest payable thereon to lenders, the remuneration paid/provided for FY 2013-14 to Mr. Suhas Thakar, Ex-Executive Director, being in excess of limits prescribed under section 198 read with Schedule XIII of the Companies Act, 1956, the Company has sought approval from the Central Government during financial year 2014-15 for payment of excess remuneration. The Company is awaiting approval from Central Government in this regard.

6) **Mark to Market Losses**

Axis Bank

In respect of Derivative contracts assigned to foreign currency assets and liabilities, an amount of Rs. 223.31 lacs in respect of MTM losses upon determination of fair market value of derivatives entered into by the Company has been charged to the Statement of Profit and Loss. The Company is of the view that MTM loss has to be worked out taking into account the spot exchange rate(s) on the reporting date as it is committed to continue derivative contracts till their maturity and hence, applying the fair market values presuming that the derivative contracts would be cancelled on the reporting date, shall not reflect the correct financial position. However, the Bank which has entered into derivative contracts with the Company have intimated that, the loss on account of MTM is Rs. 3,647.77 lacs as upto 31st March, 2015 as against the amount of Rs. 2,384.63 lacs determined as per the Company's view.

ING Vysya Bank

In respect of derivative contracts entered into by the company with ING Vysya Bank (now amalgamated with Kotak Mahindra Bank Limited w.e.f.1st April, 2015) the contracts have been prematurely terminated by the Bank, which is disputed by the company.

However in the meantime, pending resolution of dispute, the Company has made provision on account of MTM losses amounting to Rs. 1,799.43 lacs as upto 31st March, 2015, as per past practice of providing MTM losses taking into account the spot exchange rate(s) on the reporting date.

Arshiya Limited
Mumbai

7) Exceptional items (Net) for the current year are as under:

(Rs. in lacs)

Sr. No.	**Particulars**	**Year ended 31st March,2015**
a)	Diminution in the value of investments in equity shares	35.31
b)	Mark to Market Losses	792.49
c)	Leasehold improvements written off	137.90
d)	Bad Debts Written Off	554.39
e)	Excess Provision written back	(207.06)
f)	Provision for Interest on statutory dues written back	(304.24)
	TOTAL	**1,008.79**

Note: Figures in brackets denote items of income nature

8) The Company had allotted 1,36,00,000 convertible warrants at Rs.145/- per warrant to promoters/promoters group on preferential basis pursuant to the special resolution passed by the members of the Company at their meeting held on 18th October, 2012. These warrants have been converted into equity shares (in the ratio of 1 share for 1 warrant) of Rs. 2/- each at a premium of Rs.143/- per share in three tranches i.e. 53,00,000, 52,50,000 and 30,50,000 during the financial years 2014-2015, 2013-2014 and 2012-2013 respectively. In accordance with the CDR package, the promoters' have pledged all the above equity shares converted out of the aforesaid warrants to the lenders by 21st July, 2014.

The Company has allotted 4,50,00,000 and 1,00,00,000 equity shares to promoters/ promoters group on preferential basis on 17th July, 2014 and 24th December, 2014 respectively pursuant to the special resolution passed by the members of the Company on 12th May, 2014. In accordance with the CDR package, out of above, the promoters' have pledged 4,50,00,000 equity shares to the lenders on 20th October, 2014.

9). Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing on or after 1st April, 2014, the Company has re-worked depreciation with reference to the useful lives of fixed assets prescribed by PART 'C' of Schedule II to the Act. Where the remaining useful life of asset is nil, the carrying amount of the assets after retaining the residual value, as at 1st April, 2014 amounting to Rs. 215.32 lacs has been adjusted to the balance of surplus in Statement of Profit and Loss. In other cases the carrying values have been depreciated over the remaining useful lives of the assets and recognized in the Statement of Profit and Loss. As a result the charge for depreciation is higher by Rs. 913.01 lacs for the year ended 31st March 2015.

Arshiya Limited Mumbai

10) **Logistic Operations**

The Company has decided to phase out its logistics operations. The book debts and trade payables aggregated to Rs. 5,775.29 lacs and Rs. 6,151.60 lacs respectively of which Rs. 5,720.31 lacs and Rs. 5,705.06 lacs respectively have been assigned on 30th June, 2014.

11) **Tax Deducted at Source**

(a) The Company had deducted income tax at source (TDS) aggregating to Rs. 1,142.71 lacs during the earlier years from the amounts payable to various parties. The Company has not paid the said TDS to the government on assumption that such parties would have paid their income tax dues on the income declared by them in the respective years. Accordingly, during the year, the Company has transferred an amount of Rs. 1,142.71 lacs back to the respective parties.

(b) The Company has written back an aggregate amount of Rs. 304.24 lacs representing interest on unpaid tax deducted at source provided in earlier years on the premise that since the corresponding tax deducted is not payable as mentioned in (a) above, interest thereon is not payable.

12) The Company holds strategic and long term investments by way of equity shares in its subsidiaries, the aggregate cost of which is Rs. 83,424.41 lacs as on 31st March, 2015. The present "net asset value" of the said investments are lower than their costs of acquisition. Considering that the said investments are long-term and strategic in nature as also the said subsidiaries are in the process of implementing their respective Revival Plans alongwith the future business plans of the Company, the Management is of the view that the diminution in value of its investments is temporary in nature and no provision for diminution in value is called for at this juncture, except in respect of two subsidiaries, where the Company has made provision of Rs. 35.31 lacs for diminution in value of investments.

13) The previous period's/year figures have been regrouped/re-arranged, wherever necessary.

For and on behalf of board of directors of
Arshiya limited

Arshiya Limited
Mumbai

Ajay S Mittal
Chairman and Managing Director
DIN: 00226355

Place: Mumbai
Date: 15th May, 2015

AUDITOR'S REPORT

To,
The Board of Directors of
Arshiya Limited

1. We have audited the accompanying Statement of Consolidated Financial ("the Statement") of Arshiya Limited ("the Company") for the year ended 31st March, 2015, being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges. This Statement has been prepared by the Company on the basis of the related annual financial statements as referred to in Note no. 1 of Notes to Consolidated Results, which are the responsibility of the Company's management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement based on our audit of the related annual financial statements, except as referred to in Note no. 1.1 of Notes to Consolidated Results which have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounting Standards) Rules, 2014 and other accounting principles generally accepted in India.

2. We conducted our audit of the Statement in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the management. We believe that our audit provides a reasonable basis for our opinion.

3. We draw attention to Note no. 4.1 of Notes to Consolidated Results regarding financial stress faced by the Group which is reflected by outstanding full and final settlement dues of resigned employees to the extent of Rs. 497.08 lacs, statutory dues i.e income tax deducted at source, VAT and Service Tax of Rs. 2,771.00 lacs are in arrears, the dues (interest and repayment of borrowings) of a bank, financial institutions and a non-banking finance company aggregating to Rs. 54,645.61 lacs are overdue, short term funds have been used for long term purposes and certain lenders have filed court cases against the Company/Director for winding up/recovery of their dues for dishonor of cheques.

4. We Draw attention to Note 4.2 of the Statement regarding Secured Lenders (Banks) have approved the restructuring package under "Corporate Debt Restructuring Package" (CDR) during previous year. This year, the Group has not been able to generate sufficient cash flows to service the loan repayments/interest payments which resulted into Company's borrowings becoming "Non Performing Assets" (NPA's) with some of the Banks. Such defaults entitle the CDR lenders to reverse the waiver/sacrifices granted by them. The Management is of the view that the lenders are unlikely to exercise their rights. Therefore, the

amount estimated on account of such waiver/sacrifice at Rs. 14,202 lacs is reported as Contingent Liabilities in the Consolidated Financial Statements. Further, State Bank of Patiala (SBP) who was part of the "Corporate Debt Restructuring" (CDR) has assigned its respective outstanding dues in favour of Edelweiss Asset Reconstruction Company (EARC) on the same terms and conditions as applicable to said lender.

5. Attention is invited to note No. 6 regarding Mark to Market Losses:

5.1 In respect of derivative contracts entered into with Axis Bank, the Group is of the view that MTM Loss has to be worked out taking into the spot exchange rate(s) on the reporting date as it is committed to continue derivative contracts till their maturity and hence, applying the fair market value presuming that the derivative contracts would be cancelled on the reporting date shall not reflect the correct financial position. However, the banks have entered into derivative contracts with the Group have, intimated that the loss on account of MTM loss is Rs.3,647.77 lacs as upto 31st March, 2015 as against the amount of Rs. 2,384.63 lacs as determined as per the Group's view.

5.2 In respect of derivative contracts entered into with ING Vysya Bank (now amalgamated with Kotak Mahindra Bank Limited w.e.f.1st April, 2015) the contracts have been prematurely terminated by the Bank, which is disputed by the Group. However in the meantime, pending dispute, the Group has made provision on account of MTM losses amounting to Rs. 1,799.43 lacs as upto 31st March, 2015, as per past practice of providing MTM losses taking into account the spot exchange rate(s) on the reporting date.

6. Remuneration of Rs. 114.82 lacs paid to the Executive Director is subject to the approval of the Central Government.

7. In our opinion and to the best of our information and according to the explanations given to us, on the basis stated in paragraphs 4, 5 and 6 of the Statement:

(i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and

(ii) gives a true and fair view of the net loss and other financial information of the Company for the quarter / year ended 31st March, 2015.

M. A. PARIKH & CO. MUMBAI CHARTERED ACCOUNTANTS

8. Further, we also report that we have traced from the details furnished by the Management/ Registrars, the number of Shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding pledged/ encumbered shares and Non-encumbered shares of promoter and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to undisputed investor companies.

For M.A.Parikh & Co.,
Chartered Accountants
Firm Reg. No. 107556W

M.A. PARIKH & CO. MUMBAI CHARTERED ACCOUNTANTS

(Mukul Patel)
Partner
Mem. No. 32489

Place: Mumbai
Dated: 15th May, 2015

Arshiya Limited

CIN : L27320MH1981PLC024747

(Formerly known as Arshiya International Limited)

Registered Office: Unit No. A1, 4th Floor,Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 4000252

CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2015

(Rs In Lacs)

Sr. No.	Particulars	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2014 (Audited)
1	Income from operations		
	(a) Net sales/income from operations	32,423.04	51,655.73
	(b) Other operating income	-	-
	Total income from operations (net)	32,423.04	51,655.73
2	Expenses		
	(a) Cost of operations	22,921.93	44,550.85
	(b) Employee benefits expense	2,748.51	4,087.38
	(c) Depreciation and amortization expense	10,109.33	8,352.89
	(d) Other expenses	3,602.25	6,396.60
	Total expenses (a+b+c+d)	39,382.02	63,387.72
3	Profit/(Loss) from operations before other income, finance cost and exceptional items (1-2)	(6,958.98)	(11,731.99)
4	Other Income	783.10	1,991.88
5	Profit/ (Loss) from ordinary activities before finance costs and exceptional items (3+4)	(6,175.88)	(9,740.11)
6	Finance costs	40,349.45	36,629.52
7	Profit/ (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	(46,525.33)	(46,369.63)
8	Exceptional Items	1,085.81	21,265.95
9	Prior Period Adjustments	354.75	14,913.74
10	Profit / (Loss)from ordinary activities before tax (7-8-9)	(47,965.89)	(82,549.32)
11	Tax expense (Current Tax, MAT Credit and Deferred Tax)	(565.19)	2,073.63
12	Net Profit/ (Loss) from ordinary activities after tax (10-11)	(47,400.70)	(84,622.95)
13	Minority Interest	-	-
14	Extraordinary Item (net of tax expenses)	-	-
15	Net profit /(Loss) for the period (12-13-14)	(47,400.70)	(84,622.95)
16	Paid-up equity share capital (Face value per share Rs.2/-)	2,548.59	1,342.59
17	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year	(43,795.61)	(10,637.71)
18	Earning Per Share (EPS)		
	EPS before & after Extraordinary items (not annualised)		
	- Basic	(44.33)	(136.66)
	- Diluted	(44.33)	(136.66)
19	Public shareholding		
	- Number of Shares	39,059,247	39,059,247
	- Percentage of Shareholding	58.18%	58.18%
20	Promoters & Promoter Group Shareholding		
	a) Pledged/Encumbered		
	- Number of Shares	74,370,225	18,820,225
	- Percentage of shares (as a % of the total shareholding of promoter & promoter group)	84.15%	67.05%
	- Percentage of shares (as a % of the total share capital of the company)	58.36%	28.04%
	b) Non Encumbered		
	- Number of Shares	14,000,000	9,250,000
	- Percentage of shares (as a % of the total shareholding of promoter & promoter group)	15.85%	32.95%
	- Percentage of shares (as a % of the total share capital of the company)	10.98%	13.79%

Sr. No.	Particulars	For the Year ended March 31,2015
21	Investor Complaints	
	Pending at the beginning of the Year	Nil
	Received during the Year	2
	Disposed of during the Year	2
	Remaining unresolved at the end of the Year	Nil

Arshiya Limited Mumbai

Arshiya Limited

CIN : L27320MH1981PLC024747

(Formerly known as Arshiya International Limited)

Registered Office: Unit No. A1, 4th Floor,Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400025

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2015

(Rs in Lacs)

Sr No	Particulars	31.03.2015 (Audited)	31.03.2014 (Audited)
I	EQUITY AND LIABLITIES		
(1)	Shareholders' funds		
	(a) Share Capital	2,548.59	1,342.59
	(b) Reserves and surplus	19,743.59	52,901.49
	(c) Money Received against share warrant	-	2,749.00
		22,292.18	56,993.08
(2)	Non-current liabilities		
	(a) Long-term borrowings	250,411.40	250,912.27
	(b) Deferred tax liabilities (net)	-	-
	(c) Other long-term liabilities	593.99	776.82
	(d) Long-term provisions	44.88	121.44
		251,050.27	251,810.53
(3)	Current liabilities		
	(a) Short-term borrowings	16,626.25	28,055.23
	(b) Trade payables	2,200.67	10,894.77
	(c) Other current liabilities	79,624.98	41,674.37
	(d) Short-term provisions	4,714.60	4,392.05
		103,166.50	85,016.42
	TOTAL	**376,508.95**	**393,820.03**
II	ASSETS		
(1)	Non-current assets		
	(a) Fixed assets	362,068.25	372,390.74
	(b) Goodwill on consolidation	-	598.98
	(c) Long-term loans and advances	5,141.59	5,065.73
	(d) Other non-current assets	70.85	122.03
		367,280.69	378,177.48
(2)	Current assets		
	(a) Current investments	-	-
	(b) Inventories	41.98	46.33
	(c) Trade receivables	2,191.13	8,406.03
	(d) Cash and Bank balances	615.14	1,010.24
	(e) Short-term loans and advances	6,370.85	6,178.00
	(f) Other current assets	9.16	1.95
		9,228.26	15,642.55
	TOTAL	**376,508.95**	**393,820.03**

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CONSOLIDATED SEGMENTWISE REPORT FOR THE YEAR ENDED MARCH 31, 2015

(Rs In Lacs)

Sr. No.	Particulars	Year Ended 31.03.2015 (Audited)	Year Ended 31.03.2014 (Audited)
1	Segment Revenue		
	Free Trade Warehousing Zones / Distripark	8,589.69	6,465.89
	Containerised Rail Transport Operations	23,823.90	19,334.75
	Unallocated	9.44	25,855.08
	TOTAL	32,423.03	51,655.72
2	Segment Results		
	Profit Before Tax & Interest		
	Free Trade Warehousing Zones / Distripark	(860.57)	8,934.50
	Containerised Rail Transport Operations	(2,598.28)	945.39
	Unallocated	(2,716.61)	1,670.36
	TOTAL	(6,175.46)	11,550.25
	Less : Interest Expenses (Net)	40,349.45	24,307.24
	Profit Before Tax and Exceptional items	(46,524.91)	(12,756.99)
3	Capital Employed		
	Free Trade Warehousing Zones / Distripark	74,913.03	76,937.43
	Containerised Rail Transport Operations	3,022.29	13,436.64
	Unallocated	56,317.38	77,560.07
	Inter Segmental Elimination	(111,960.53)	(110,941.07)
	TOTAL	22,292.17	56,993.07

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Notes to Consolidated Results:

1) The Statutory Auditors have carried out the audit of the Financial Statements of Holding Company and its Subsidiaries registered in India for the year ended 31st March, 2015.

1.1) The signed copies of the Financial Statements of the overseas subsidiaries are yet to be received and hence, the Financial Statements per 1 above are based on the final "Management Accounts". Their financial statements reflect total assets as at 31st March, 2015 aggregating to Rs. 1,1867.82 lacs.

2) The figures for the quarter ended March 31, 2015 and March 31, 2014 are the balancing figures arrived on the basis of audited results for the full financial year and published year to date unaudited figures for the nine months ended December 31, 2014 and December 31, 2013.

3) The above financial results for the quarter ended 31st March, 2015 and year ended on that date have been reviewed by the Audit Committee at their meeting held on 14th May, 2015 and approved by the Board of Directors on 15th May, 2015.

4.1) The Group's EBIDTA has improved significantly. {EBIDTA – FY2014-15 Rs. 3,933.45 lacs and EBIDTA – FY2013-14 Rs. (1,387.21) lacs}. However, the Group continues to be under financial stress which is reflected by non-payment of full and final settlement dues of employees to the extent of Rs. 497.08 lacs, delay in payment of dues of interest and repayment of principal borrowings to the banks, non-banking finance company and financial institution aggregating to Rs. 54,645.61 lacs, including interest of Rs. 30,984.47 lacs, statutory dues remaining unpaid to the extent of Rs. 2,771.00 lacs and court cases against the Group/Directors for winding up/other legal proceedings for recovery of dues / dishonor of cheques.

4.2) During the previous year, Secured Lenders (Banks) had approved the restructuring package under "Corporate Debt Restructuring Package" (CDR). This year, the Group has not been able to generate sufficient cash flows to service the loan repayments/interest payments which resulted into Group's borrowings becoming "Non Performing Assets" (NPA's) with the Banks and other lenders. The Management is of the view that the lenders are unlikely to exercise their right. Therefore, the amount estimated on account of such waiver/sacrifices at Rs. 14,202.00 lacs is reported as Contingent Liability in the Consolidated Financial Statements. Further, State Bank of Patiala (SBP), State Bank of India (SBI), State Bank of Travancore (SBT), State Bank of Mysore (SBM) and South Indian Bank (SIB) who were part of the "Corporate Debt Restructuring" (CDR) have assigned their respective outstanding dues in favour of Edelweiss Asset Reconstruction Company (EARC) on the same terms and conditions as applicable to said lenders.

Arshiya Limited Mumbai

4.3) The Management of the Group is in the process of restructuring its business operations as also those of its subsidiaries in which it has substantial invefstments, by –

* expanding the business volumes,
* establishing an Inland Container Depot,
* Infusion of funds by promoters through subscribing of equity capital and providing interest free unsecured loans.

The above steps shall enable the Group to improve its net worth and its ability to discharge its debts/liabilities in near future.

5 In view of absence of profits as also the group not being able to repay its debts and interest payable thereon to lenders, the remuneration paid/provided for FY 2013-14 to Mr. Suhas Thakar, Ex-Executive Director, being in excess of limits prescribed under section 198 read with Schedule XIII of the Companies Act, 1956, the Group has sought approval from the Central Government during financial year 2014-15 for payment of excess remuneration. The Group is awaiting approval from Central Government in this regard.

6) **Mark to Market Losses [MTM]**

6.1 Axis Bank

In respect of Derivative contracts assigned to foreign currency assets and liabilities, an amount of Rs. 223.31 lacs in respect of MTM losses, upon determination of fair market value of derivatives entered into by the Group, has been charged to the Statement of Profit and Loss. The Group is of the view that MTM loss has to be worked out taking into account the spot exchange rate(s) on the reporting date as it is committed to continue derivative contracts till their maturity and hence, applying the fair market values presuming that the derivative contracts would be cancelled on the reporting date, shall not reflect the correct financial position. However, the Bank which has entered into derivative contracts with the Group has, intimated that the loss on account of MTM is Rs. 3,647.77 lacs as upto 31st March, 2015 as against the amount of Rs. 2,384.63 lacs determined as per the Group's view.

6.2 ING Vysya Bank

In respect of derivative contracts entered into by the Group with ING Vysya Bank (now amalgamated with Kotak Mahindra Bank Limited w.e.f.1st April, 2015), the contracts have been prematurely terminated by the Bank, which is disputed by the Group.

However in the meantime, pending resolution of dispute, the Group has made provision on account of MTM losses amounting to Rs. 1799.43 lacs as upto 31st March, 2015, as per past practice of providing MTM losses taking into account the spot exchange rate(s) on the reporting date.

Arshiya Limited
Mumbai

7) Exceptional items (net) for the current year are as under:

(Rs. in lacs)

Sr. No.	Particulars	Year ended 31st March, 2015
(a)	Mark to Market Losses	79,249,269
(b)	Bad Debts Written off	64,537,408
(c)	Leasehold improvements written off	13,790,537
(d)	Capital Work in Progress written off	22,282,031
(e)	Excess Provision written back	(20,706,867)
(f)	Write back of Interest on Secured Creditors	(21,091,355)
(g)	Fixed Assets Written off	26,332,826
(h)	Capital Advance Written off	11,400,000
(i)	Unpaid balances written back	(118,322,64)
(j)	Interest on delayed payment of TDS written back	(55,384,301)
(k)	TDS Receivable Written off	4,043
(l)	Fixed Assets Written off	26,332,826
	TOTAL	**108,581,327**

Note: Figures in brackets denote items of income nature

8) The Group had allotted 1,36,00,000 convertible warrants at Rs.145/- per warrant to promoters/ promoters group on preferential basis pursuant to the special resolution passed by the members of the Holding Company at their meeting held on 18th October, 2012. These warrants have been converted into equity shares (in the ratio of 1 share for 1 warrant) of Rs. 2/- each at a premium of Rs.143/- per share in three tranches i.e. 53,00,000, 52,50,000 and 30,50,000 during the financial years 2014-2015, 2013-2014 and 2012-2013 respectively. In accordance with the CDR package, the promoters' have pledged all the above equity shares converted out of the aforesaid warrants to the lenders by 21st July, 2014.

The Holding Company has allotted 4,50,00,000 and 1,00,00,000 equity shares to promoters/ promoters group on preferential basis on 17th July, 2014 and 24th December, 2014 respectively pursuant to the special resolution passed by the members of the Holding Company on 12th May, 2014. In accordance with the CDR package, out of above, the promoters' have pledged 4,50,00,000 equity shares to the lenders on 20th October, 2014.

Arshiya Limited
Mumbai

9). Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing on or after 1st April, 2014, the Group has re-worked depreciation with reference to the useful lives of fixed assets prescribed by PART 'C' of Schedule II to the Act. Where the remaining useful life of asset is nil, the carrying amount of the assets after retaining the residual value, as at 1st April, 2014 amounting to Rs. 25,396,563/- has been adjusted to the balance of surplus in Statement of Profit and Loss. In other cases the carrying values have been depreciated over the remaining useful lives of the assets and recognized in the Statement of Profit and Loss. As a result the charge for depreciation is higher by Rs. 282,326,352/- for the year ended 31st March 2015.

10) **Logistic Operations**
The Group has decided to phase out its logistics operations. The book debts and trade payables aggregated to Rs. 5,775.29 lacs and Rs. 6,151.60 lacs respectively of which Rs. 5,720.31 lacs and Rs. 5,705.06 lacs respectively have been assigned on 30th June, 2014.

11) **Tax Deducted at Source**

(a) The Group had deducted income tax at source (TDS) aggregating to Rs. 1,645.88 lacs during the earlier years from the amounts payable to various parties. The Group has not paid the said TDS to the government on assumption that such parties would have paid their income tax dues on the income declared by them in the respective years. Accordingly, during the year, the Group has transferred an amount of Rs. 1,645.88 lacs back to the respective parties.

(b) The Group has written back an aggregate amount of Rs. 604.32 lacs representing interest on unpaid tax deducted at source provided in earlier years on the premise that since the corresponding tax deducted is not payable as mentioned in (a) above, interest thereon is not payable.

12) The previous period's/year figures have been regrouped/re-arranged, wherever necessary.

For and on behalf of board of directors of
Arshiya limited

Arshiya Limited
Mumbai

Ajay S Mittal
Chairman and Managing Director
DIN : 00226355

Place: Mumbai
Date: 15th May, 2015