

Ref: AL/SE/0417/01

Date: 01/04/2017

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East),
Mumbai - 400051.
Fax No. 2659 8237 / 38

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

Re.: - Arshiya Limited - **NSE Scrip Name: ARSHIYA**
BSE Scrip Code: 506074

Sub: Disclosure of Material information in terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Dear Sir,

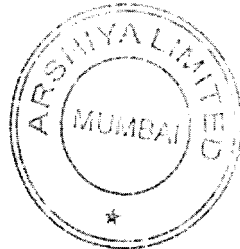
In terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company informs that Edelweiss Asset Reconstruction Company Limited (acting on behalf of various Banks), a Company registered under The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, have restructured the Bank dues, as assigned to them, of the Company i.e. Arshiya Limited and of its wholly owned subsidiaries namely Arshiya Rail Infrastructure Limited, Arshiya Northern FTWZ Limited and Arshiya Industrial & Distribution Hub Limited and the restructuring documents have been executed. Details of restructuring are enclosed herewith as Annexure-A.

This is for your information and record please.

Thanking you.

Yours faithfully,

For ARSHIYA LIMITED



Savita Dalal

Company Secretary & Compliance Officer

Arshiya Limited

Annexure-A

DISCLOSURE UNDERS REGUALTION 30(2) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015,

Arshiya Limited

a	Details and reasons for restructuring	Various Banks have assigned their financial Assets to Edelweiss Asset Reconstruction Company Limited (EARC). Now the EARC has become the secured lenders of the Company and the right, title and interest of the assignor have vested in EARC. EARC has restructured the financial Assets so assigned to them.
b	Quantitative and/or qualitative effect of restructuring (Brief)	<p>Arshiya Limited (AL) - The EARC has restructured the loans to Rs. 720 Crore.</p> <p>Arshiya Rail Infrastructure Limited (ARIL) (Wholly owned subsidiary of Arshiya Limited) - The EARC has restructured the loans to Rs. 346 Crore.</p> <p>Arshiya Northern FTWZ Limited (ANFL) (Wholly owned subsidiary of Arshiya Limited) - The EARC has restructured the loans to Rs. 112 Crore.</p> <p>Arshiya Industrial & Distribution Hub Limited (AIDHL) (Wholly owned subsidiary of Arshiya Limited) - The EARC has restructured the loans to Rs. 160 Crore.</p> <p>The Restructured loan for Arshiya Limited and its wholly owned subsidiaries viz. ARIL, ANFL and AIDHL will carry an interest of 10%p.a and the restructured loans are payable over 7 years tenure. The Servicing and the repayments are based upon cash flows of the individual entities. Any residual amount pending at the end of the 7th year will be refinanced if required and settled.</p> <p>As per terms of restructuring by EARC, EARC to convert total balance amount of debt of Rs.1262 Cores (Including amount due for Wholly Owned Subsidiaries) (AL- Rs. 830 Crore, ARIL- Rs. 131 Crore, ANFL- Rs. 87 Crore, AIDHL- Rs. 214 Crore) into:</p> <ol style="list-style-type: none"> 1. Equity Shares of Arshiya Limited in such a manner, so that after the allotment of Equity Shares, the holding of EARC should be 13.5 % of the diluted equity capital of the Arshiya Limited at a price which shall not be less than the price determined in compliance with provision of preferential issue of SEBI (ICDR) Regulations 2009. 2. And for the balance amount after allotment mentioned in (1), Arshiya Limited shall issue different series (Four Series) of OCRPS, which shall carry a Zero Coupon rate and EARC shall have an option for conversion into equity shares within a

Arshiya Limited

		<p>period of 18 months from the date of allotment, in such a manner so that the allotment made on conversion of different series of OCRPS shall be 11.5 %. However the allotment under 1 and under 2 shall not exceed 25 % of capital of the company.</p> <p>In case the EARC does not exercise the option for conversion of different series of OCRPS the same shall be redeemed in instalments, for one of the series it will start from end of the 11th year in 4 equal annual instalment, for another series it will start from end of 17th year in 5 equal annual instalment and for all other series the redemption will start from end of 19th year in 5 equal annual instalment from the date of allotment.</p> <p>The Company to issue equity share and Zero Percent Optionally Convertible Redeemable Preference Shares subject to all necessary approvals.</p>														
c	Details of benefit, if any, to the promoter/ promoter group/ group companies from such proposed restructuring	<p>Nil, however the promoters have undertaken to bring in upto Rs. 100 Crore as their contribution within 24 months from the date of execution of restructuring agreement.</p>														
d	Brief details of change in shareholding pattern (if any) of all the entities	<p>Pre- restructuring shareholding pattern of the Company is as follows:</p> <table> <tr> <td>Promoters :</td> <td>74.99%</td> </tr> <tr> <td>Public :</td> <td>25.01%</td> </tr> <tr> <td>Total :</td> <td>100%</td> </tr> </table> <p>The Company to allot upto 25% of post diluted capital to EARC (considering conversion of all OCRPS)</p> <p>Assuming Nil contribution by Promoters the post restructuring Shareholding will be as follows:</p> <table> <tr> <td>Promoters :</td> <td>55.35%*</td> </tr> <tr> <td>EARC :</td> <td>25.00%</td> </tr> <tr> <td>Public :</td> <td>19.65 %</td> </tr> <tr> <td>Total :</td> <td>100%</td> </tr> </table> <p>* The Promoter holding may undergo change based on number of shares subscribed, if any.</p>	Promoters :	74.99%	Public :	25.01%	Total :	100%	Promoters :	55.35%*	EARC :	25.00%	Public :	19.65 %	Total :	100%
Promoters :	74.99%															
Public :	25.01%															
Total :	100%															
Promoters :	55.35%*															
EARC :	25.00%															
Public :	19.65 %															
Total :	100%															

Arshiya Limited