

Ref: AL/SE/0518/03

Date: 25th May, 2018

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 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Scheme of Arrangement.

Dear Sir/Madam,

Further to the meeting of Board of Directors of Arshiya Limited held on May 24, 2018, where the Board of Directors of the Company approved Scheme of Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 between Arshiya Limited ("AL" or "Demerged Company") and Arshiya Rail Infrastructure Limited ("ARIL" or "Resulting Company"), currently being wholly owned subsidiary of AL, and their respective shareholders ("The Scheme), please find enclosed the Disclosure as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as an **Annexure - A**.

Thanking you.

Yours faithfully,
For ARSHIYA LIMITED




Savita Dalal
Company Secretary & Compliance Officer

Arshiya Limited

ANNEXURE - A

Disclosure in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

a.) Brief details of the Division to be demerged:

Domestic Business - Domestic Business of demerged Company comprises of Domestic Warehousing activities being carried out at land admeasuring 43.42 Acres of land situated at Khurja (UP) and investments held in the Resulting Company pertaining to Private Freight Terminal ('PFT'), Rail Transportation Services ('RAIL'), Inland Container Depot ('ICD') businesses being carried in the Resulting Company.

b.) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year/ based on the financials of the last financial year:

Sl. No.	Particulars	Turnover of the demerged Division as on March 31, 2018 (In Lacs)	Percentage to the total turnover of the listed entity as on March 31, 2018
1.	Domestic warehousing Business	20.00	0.21%

c.) Rationale For Demerger:

The proposed arrangement would inter- alia achieve the following major objectives:

- Reorganize its corporate structure and integrate / consolidate its operations by housing the FTWZ business in AL and Domestic Business (comprising of Domestic Warehousing Area (DWA), Inland Container Depot (ICD), Rail and Private Freight Terminal (PFT) business) in ARIL.
- Streamlining the revenues by creating specialized entities.
- Provide more flexibility in terms of creating business synergies in the Resulting Company i.e. ARIL, enable cost savings, rationalizing capital requirements and optimizing utilization of valuable resources which will enhance management focus on the different businesses being housed under separate entities, thereby leading to higher operational efficiency.




d.) Brief details of change in shareholding pattern (if any) of all entities:

There will be no change in the shareholding pattern of the Demerged Company. The resulting Company shall issue the shares to the shareholders of the demerged Company as per the share exchange ratio provided in point (e) below.

e.) In case of cash consideration - amount or otherwise share exchange ratio:

Upon the Scheme becoming effective, existing shareholding of ARIL held by AL shall stand cancelled without any payment and ARIL will issue One (1) Equity Share of the face value of INR 2/- (Rupees Two Only), each fully paid -up, on a proportionate basis to the members holding fully paid-up equity shares in AL on the Record Date for every 2 (Two) fully paid-up equity shares of INR 2/- (Rupees Two Only) each of AL.

f.) Whether listed would be sought for the resulting Company:

Yes, the equity shares of ARIL to be issued to the shareholders of the Demerged Company pursuant to the Scheme shall be listed on the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (subject to listing permission being granted by the stock exchanges).

For ARSHIYA LIMITED



Savita Dalal

Company Secretary & Compliance Officer

