



## ARROW COATED PRODUCTS LIMITED

CIN: L21010MH1992PLC069281

Registered Off: 5D, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai- 400053

Tel – 022 4074 9000, Fax – 022 4074 9099, Email- [poonam@arrowcoated.com](mailto:poonam@arrowcoated.com)

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### NOTICE OF POSTAL BALLOT/E-VOTING

**(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies  
(Management & Administration) Rules, 2014)**

Dear Shareholder(s),

**Notice** is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”) that **Arrow Coated Products Limited** (the “Company”) is seeking consent of its Shareholders for the Special Business to be transacted through Postal Ballot for the following purposes:

1. Increasing in borrowing limits upto Rs. 100 crore as per the provisions of Section 180(1)(c) of the Act in order to meet its working capital requirement and capital expenditure program.
2. To create charge and/or mortgage on the moveable / immoveable properties of the Company for the borrowings in accordance with Section 180(1)(a) of the Act.
3. To make loans or investments and to give guarantees or to provide security in connection with a loan made under section 186 of the companies act, 2013.

In terms of Sec.110 of the Companies Act read with the Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its Shareholders in respect of the above matters through Postal Ballot. The Resolutions and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution(s) are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

M/s. Rajendra & Co, Practicing Company Secretaries firm, Mumbai has been appointed by the Company as Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before **27<sup>th</sup> January 2015**. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

**Registered Office:**

5-D, Laxmi Industrial Estate  
New Link Road, Andheri (W)  
Mumbai – 400053

**By Order of the Board of Directors**

**SD/-  
Poonam Bansal  
Company Secretary**

**Date:** 20<sup>th</sup> December, 2014

**Place:** Mumbai

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**Enclosures:**

1. Resolutions along with Explanatory Statement.
2. Postal Ballot Form & self-addressed postage prepaid envelope.



## 1. BORROWING POWERS OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company for borrowing any sum for and on behalf of the Company, from time to time, from one or more Financial Institutions/Bank/Bodies Corporate or from others notwithstanding that the sum so borrowed by the Company together with the money lies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) shall not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crores Only).

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to arrange and finalise the terms and conditions of all such monies to be borrowed from time to time and to do all such acts, matter, deeds and things as may be necessary or expedient for implementing and for giving effect to the above resolution in the best interest of the Company.”

## 2. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company to create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, if any on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, together with power to take over substantial assets in certain events, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgages and / or charges as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above resolution.”



### **3. TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass with or without modification, the following as Special Resolution:

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company to -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of the paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that the maximum amount of aggregate of such loan, guarantee, security and acquisition by the Company shall not at any time exceed Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013 and to settle any questions or disputes that may arise in relation thereto.”

#### **NOTES**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolution is annexed to the notice.
2. In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional.
3. The Company has appointed M/s. Rajendra & Co., Practicing Company Secretaries firm (Membership No. – F-4247 & COP No. 1975), to act as the Scrutinizer, for conducting the Postal Ballot and e-voting process, in a fair and transparent manner.

#### **General Instructions:**

- Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.



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- The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 20<sup>th</sup> December, 2014 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the said date.

**Process and manner for members opting for e-voting as under:**

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted are as under:

- (i) The e-voting period begins on **29<sup>th</sup> December, 2014 at 9.00 a.m. and shall end on 27<sup>th</sup> January, 2015 at 5.00 p.m.**, both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 20<sup>th</sup> December, 2014 being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. DOB if not registered with the DP then enter it as 01/01/1990
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) Click on the EVSN for Arrow Coated Products Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (ii) to sl. no. (xviii) above to cast vote.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available on [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## In case of Member opts for voting using the Ballot Form

This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.

In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.

- (a) The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark ( ✓ ) in the appropriate column.
  - (b) The Member need not use all the votes nor needs to cast all the votes in the same way.
  - (c) Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper/document would not be acted upon.
1. In the following cases, the Postal Ballot Form would be rejected.
    - a. Ballot cast on a plain paper instead of the pre-printed Postal Ballot Form.
    - b. Unsigned Postal Ballot Form.
    - c. Not ticked against **FOR** or **AGAINST**.
  2. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (17.00 hours) on **27<sup>h</sup> January, 2015**. All postal Ballot Forms received after this date would be treated as if reply from such Member had not been received.
  3. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than **27<sup>h</sup> January, 2015**.
  4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 20<sup>th</sup> December, 2014.
  5. The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
  6. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.com> on **2<sup>nd</sup> February, 2015** and communicated to BSE Limited, where the shares of the Company are listed.
  7. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.



8. The exercise of vote through Postal Ballot is not permitted through a proxy.
9. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Shareholder(s).

Place: Mumbai  
Date: 20.12.2014

By order of the Board of Directors  
For **Arrow Coated Products Limited**

Poonam Bansal  
**Company Secretary**

### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out the material facts relating to the business under Item No. 1, 2 & 3 of the accompanying Notice:

#### **Item No.1**

Section 180(1) (c) of the Companies Act, 2013 provides that the Board of Directors should not, except with the consent of the members of the Company in General Meeting, Borrow monies (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the Paid-up Share Capital of the Company and its Free Reserves (that is to say, Reserves not set apart for any specific purpose).

The proposed limit of borrowings of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) would enable the Company to borrow the funds as and when required. The Board recommends this Special Resolution for your approval.

None of the Directors of the Company is, in any way, deemed to be concerned or interested in passing of this Special Resolution.

#### **Item No.2**

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors should not, except with the consent of the members of the Company in General Meeting, create such mortgage, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, if any on such movable and immovable assets and properties of the Company, both present and future and in such manner as the Board may deem fit, together with power to take over substantial assets in certain events, in favour of all or any Banks, financial institutions, investment institutions and their subsidiaries, any other bodies corporate and any other lenders.

The approval of Members of the Company is required by way of Special Resolution pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013. The Board recommends this Special Resolution for your approval.

None of the Directors of the Company is, in any way, deemed to be concerned or interested in passing of these Resolutions.



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**ITEM NO 3:**

Section 186 of the Companies Act, 2013 provides that the Company should not, except with the consent of the members of the Company in General Meeting (a) give any loan to any person or other body corporate or (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of the paid up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The proposed limit Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) would enable the Company to give loan, guarantee, security and acquisition by the Company as and when required. The Board recommends this Special Resolution for your approval.

The directors/key managerial personnel of the Company/their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship/ shareholding, if any, in the investee/borrower company.