



ARROW GREENTECH LIMITED

Registered Off: Solitaire Corporate Park, Bldg No 3, 7th Floor, Unit No 372, Guru Hargovindji Marg Chakala, Andheri (East), Mumbai 400 093. **CIN :** L21010MH1992PLC069281
Tel.: 022 4074 9000, **Fax.:** 022 4074 9099, **Email :** poonam@arrowgreentech.com

NOTICE OF POSTAL BALLOT/E-VOTING

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

TO THE MEMBERS OF THE COMPANY,

Notice is hereby given pursuant to Section 110 of The Companies Act, 2013 (Act) read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules") that the resolution appended below is proposed to be passed by the Members as Special Resolution(s) through postal ballot/electronic voting (e-voting).

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. Rajendra Vaze of M/s Rajendra & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours (IST) on March 28, 2019 (Thursday).

Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the notes under the section 'Process and manner for members opt for e-voting as under' in this notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before March 29, 2019 (Friday) and communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.arrowgreentech.com.

RESOLUTIONS:

Approval for continuation of Mr. Dinkarray D Trivedi (DIN: 00380306) as a Director (Category- Non Executive, Independent) of the Company, not liable to retire by rotation, who has already attained the age of seventy-five (75) years beyond April 1, 2019 on the existing terms and condition of appointment, till cessation as Independent Director of the Company.

To consider and to give assent / dissent for passing the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded for continuation of Mr Dinkarray D Trivedi, (DIN: 00380306), as Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e. upto March 31, 2022 as Independent Director of the Company".

By order of the Board of Directors
For **Arrow Greentech Limited**
Sd/-
Poonam Bansal
Company Secretary

Place: Mumbai
Date: 09.02.2019

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 SEBI(LODR) Regulation 2015, 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 National Securities Depository Limited (NSDL) 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.
- The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on February 15, 2019 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.
- The remote e-voting period commences on February 27, 2019 (9:00 am) and ends on March 28, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 15, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

The process and manner for remote e-voting consists of "Two Steps" are as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 - If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- g) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- h) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- i) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- j) Now, you will have to click on “Login” button.
- k) After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.rajendra@yahoo.in. with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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 **March 28, 2019**. 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 **March 28, 2019**.
4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on February 15, 2019.
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 NSDL www.evoting.nsdl.com on **March 29, 2019** and communicated to Stock Exchanges, 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).

By order of the Board of Directors
For **Arrow Greentech Limited**
Sd/-
Poonam Bansal
Company Secretary

Place: Mumbai
Date: 09.02.2019

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

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr Dinkarray D Trivedi, (DIN: 00380306) Non-executive & Independent Director of the Company, [DOB – 15th March 1932], has already attained the age of seventy-five (75) years and is currently 86 years old. Accordingly, the continuation of Mr Dinkarray D Trivedi, (DIN: 00380306) as a Non-executive & Independent Director of the Company beyond 1st April 2019, till the expiry of his existing tenure upto March 31, 2022, as an Independent Director, of the Company requires approval of Members of the Company by way of Special Resolution.

It may be recalled that the Shareholders (Members) of the Company at their Twenty Fifth (25th) Annual General Meeting, held on 13th September 2017, has approved and appointed Mr Dinkarray D Trivedi, (DIN: 00380306) as a Non-executive & Independent Director of the Company for a period of five (5) years i.e., from April 1, 2017 upto March 31, 2022.

Mr. Dinkarray D. Trivedi, aged 86 years, is graduated in Arts (Economics Honors) and done M.Com from Gujarat University, Ahmedabad. Currently he is a Management Consultant Focusing on Corporate Planning, Enterprise Transfer and Strategy Formulation. He has vast experience in teaching field and has taught in H. L. College of Commerce in Ahmedabad, Indian Institute of Management, Ahmedabad, Management Development Institute, New Delhi, UTI Institute of Capital Markets, Navi Mumbai, Ahmedabad Management Association, Ahmedabad and Bank of Baroda Regional Training Centre. He also handled a variety of assignments in the areas of, Visioning, Strategy Formulation, Corporate Planning, Corporate and Financial Restructuring, Advising on Acquisition, Divestment decisions and has also advised in Not-for-profit organizations and Financing and Micro Insurance Institutions assisting NGOs and Micro Enterprises.

He is also director in two other companies namely Foods and Inns Ltd. and Wires and Fabriks (SA) Ltd. He is based in Ahmedabad.

He is also a member of Audit Committee of the Company. As on 9th February 2019, he held NIL shares in the Company.

The Nomination & Remuneration Committee and in turn, the Board of Directors of the Company at their respective meeting/s held on 9th February 2019 have, noted and taken into consideration his role to provide guidance, value additions and mentorship to the management, approved the continuation of Mr. Dinkarray D Trivedi, (DIN: 00380306), who has already attained the age of seventy-five (75) years, as a Non-executive & Independent Director of the Company, beyond 1st April 2019, till the expiry of his tenure upto March 31, 2022 as an Independent Director, of the Company.

No director, key managerial personnel or their relatives, except Mr. Dinkarray D Trivedi to whom the resolution relates, are interested or concerned on the resolution.

The Board recommends the above resolution for the approval of the Members as special resolution.



ARROW GREENTECH LIMITED

Registered Off: Solitaire Corporate Park, Bldg No 3, 7th Floor, Unit No 372, Guru Hargovindji Marg Chakala, Andheri (East), Mumbai 400 093. **CIN: L21010MH1992PLC069281**

Tel – 022 4074 9000, Fax – 022 4074 9099, Email- poonam@arrowgreentech.com

POSTAL BALLOT FORM

Sr. No.

Name(s) of Shareholder(s) :
(in BLOCK LETTERS)
(including joint holders, if any)

Registered Address of the :
sole/first named shareholder :

Registered Folio No. or
DP ID/ Client ID* :
(*Applicable to investors
holding shares in
dematerialized form)

Number of shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated 9th February 2019 of the Company sending my/our Assent or Dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Brief Description of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Special Resolution: Approval for continuation of Mr. Dinkarray D Trivedi (DIN: 00380306) as a Director (Category- Non Executive, Independent) of the Company			

Place:

Date :

(Signature of the shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote

ELECTRONIC VOTING PARTICULARS

EVSIN	USER ID	PASSWORD

INSTRUCTIONS

General Instructions

1. There will be one Postal Ballot Form/e-voting for every Folio / Client ID irrespective of the number of joint holders.
2. Members can opt for only one mode of voting, i.e., either by physical postal ballot or e-voting. If a Member has opted for e-voting, then do not vote through physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and e-voting means, then voting done through valid physical postal ballot shall prevail and voting done by e-voting will be treated as invalid.
3. The Notice of Postal Ballot is dispatched/e-mailed to the Members whose names appear on the Register of Members as on Friday, February 15, 2019 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.
4. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, Corporate and Institutional Members shall be entitled to vote through their Authorised Representatives with proof of their authorization.
5. The Scrutinizer will submit his report to the Chairman or to any other person duly authorised in this regard and the results of the postal ballot will be announced on Friday, March 29, 2019 at the Registered Office of the Company at Solitaire Corporate Park, Bldg No 3, 7th Floor, Unit No 372, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093, Maharashtra. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.arrowgreentech.com and on the website of NSDL within **two (2)** days of passing of the resolutions and shall also be communicated to the Stock Exchanges, where the shares of the Companies are listed.

Instructions for voting by physical Postal Ballot Form

1. A Member desiring to exercise vote by physical postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer, M/s Rajendra & Co., Company Secretaries, in the enclosed pre-printed self-addressed postage-prepaid envelope. Envelope containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier/ registered post at the expense of the Registered Member, shall also be accepted by the Company.
2. A (√) mark should be placed in the relevant box signifying assent (For) /dissent (Against) for the resolution, as the case may be. Incomplete or unsigned Postal Ballot Forms will be rejected. Tick in both the boxes would render your Ballot Form invalid. Please note that (X) mark or any other mark other than (√) in the box signifying assent (For) or dissent (Against) shall be deemed as if no mark has been placed and the box is left blank.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. In respect of shares held by Corporate and Institutional Members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
5. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. Members to whom documents have been sent physically have the option to vote either through e-voting or through Postal Ballot Form. In case Members who have received Notice of Postal Ballot through e-mail but who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.arrowgreentech.com or seek duplicate Postal Ballot Form from M/s. **Link Intime India Pvt. Ltd., Unit: Arrow Greentech Ltd., C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083**; fill-in the details and send the same to the Scrutinizer.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than closing of working hours i.e. 17:00 hours on Thursday, March 28, 2019. Please note that any response received from the Members after this date will be strictly treated as if the reply from such Member has not been received and voting whether by post or by electronic means shall not be allowed beyond the said date. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
8. A Member may request for a duplicate Postal Ballot Form or seek duplicate form M/s. Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents of the Company, if required, and the same duly completed, should reach the Scrutinizer not later than the date specified under instruction No. 7 above.
9. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
10. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot/ E-voting will be final and binding.

Instructions for e-voting

The detailed instructions for e-voting are provided under notes to the Notice of Postal Ballot.