

ARROW COATED PRODUCTS LTD.

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@arrowcoated.com

NOTICE OF POSTAL BALLOT/E-VOTING (Pursuant to Sec.110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable laws and regulations, that the resolutions appended below, in relation to:

- I. Alteration of the Main Object clause of the Memorandum of Association of the Company
- II. Adoption of Memorandum of Association of the Company containing regulation in conformity with the Companies Act, 2013.
- III. Change of name of the Company.

are proposed to be passed by the Members 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 6th February, 2016 (Saturday).

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 9th February, 2016 (Tuesday) 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.arrowcoated.com.

I. ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act 2013 ("Act") and pursuant to the Companies (Incorporation) Rules, 2014 and all the applicable laws and regulations, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, approval of shareholders be and are hereby accorded to alter the Clause III(A) – "The Main Object to be pursued by the Company on its incorporation" of the Memorandum of Association be deleted and replaced with the following:-

- 1. To carry on business of manufacturing, buying, selling, importing, exporting, and dealing in Green Technology products, environment friendly machines, equipments, patterns, products and services including such products & services which are concerning saving earth's renewable resources and to manufacture, import, export and otherwise deal in coated paper, films and other coated products.
- To apply for, purchase or otherwise acquire any patents, patent rights, copy rights, trade marks, formulae, licenses, concessions and the like or any secret or other information, inventions, subject to royalty or otherwise, and whether exclusive or nonexclusive, limited and/ or any part interest in such intellectual property rights and privileges and to litigate, defend, or take such actions against infringements, defiance, revocation or to protect prolong and renew legal rights and claims on intellectual property rights, whether in India or elsewhere, any trademarks, patents, patents rights, brevets, invention, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or which may appear likely to be advantageous or useful to the Company and to use, exercise develop, turn to account and manufacture and to grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, secrets or rights which the Company may acquire or propose to acquire or being interested in as licensee or otherwise.

II. ADOPTION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING REGULATION IN CONFIRMITY WITH THE COMPANIES ACT 2013

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

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, approval of shareholders be and are hereby accorded to adopt the Memorandum of Association of the Company containing regulation in conformity with the Companies Act 2013.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

III. APPROVAL FOR CHANGE OF THE NAME OF THE COMPANY FROM "ARROW COATED PRODUCTS LIMITED" TO "ARROW GREENTECH LIMITED" AND CONSEQUENT ALTERATION TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of Central Government, Registrar of Companies and any other statutory approvals as may be required in this matter, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for changing the name of the Company from "Arrow Coated Products Limited" to "Arrow Greentech Limited" as made available by the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "Arrow Coated Products Limited", be substituted with the new name, i.e. "Arrow Greentech Limited" and Clause I of the Memorandum of Association of the Company be substituted by the following clause:

I. The Name of the Company is "Arrow Greentech Limited"

RESOLVED FURTHER THAT Clause 2(1) (d) of the Articles of Association of the Company be substituted by the following clause:

2(1)(d) "Company" means "Arrow Greentech Limited".

RESOLVED FURTHER THAT subject to the above, the name of the Company wherever it appears in the Memorandum o Association and the Articles of Association of the Company be substituted by the new name "Arrow Greentech Limited"

RESOLVED FURTHER THAT any of the Directors and/ or Company Secretary be and are hereby authorized to do and perform or cause to be done and performed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with any statutory authorities and to settle and finalize all issues that may arise in this regard and the Board of Directors is also authorized to delegate all or any of the powers or authorities herein conferred to any Directors or other officials of the Company, without further reference to the shareholders of the Company.

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

Place: Mumbai Poonam Bansal Company Secretary

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.
- The notice of Postal Ballot is dispatched/e-mailed to the members whose names appear on the Register of Members as on 1st January, 2016 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 8th January 2016 at 9.00 a.m. and shall end on 6th February, 2016 at 17:00 Hours (IST) both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 1st January 2016 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
- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN*	 Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.
DOB	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
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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).

- (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.
- After receiving the login details they have to create 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 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 under help section or write an email to 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.
- Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours (17.00 hours) on 6th February,
 2016. 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 6th February 2016.
- 4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 1st January 2016.
- 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 9th February 2016 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 Coated Products Limited

Place: Mumbai Poonam Bansal Date: 07.11.2015 Company Secretary

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

Item no. 1

The Company has various plans for expansion of its operations from the present level and it is proposed to start its business to manufacture and deal in Green Technology products, focused on saving earth resources. In order to achieve the same, the Main Objects Clause of the Memorandum of Association of the Company needs to be altered. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the resolution for shareholder approvals.

Item No. 2

The existing Memorandum of Association is in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

It is thus expedient to adopt new set of Memorandum of Association (primarily deleting the other objects and adding the clauses to the main objects in clause III), in place of existing Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on November 7, 2015, proposed to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and recommends the resolutions for shareholders' approval.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto 6th February 2016.

The proposed new draft MOA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item no. 3

Owing to the above change in Object Clause of the company it is advisable to change the name of the company as the old name is not in line with the revised objectives of the company.

Hence your Board recommends changing the existing name of the company to "Arrow Greentech Limited". The Name approval Letter pertaining to the availability of the name "Arrow Greentech Limited" has been duly obtained by the company from the office of the Registrar of Companies, Mumbai.

None of the Directors, Manager or Key Managerial Personnel is concerned or interested in the said resolution.

The Board recommends the resolution for shareholder approval.

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

Poonam Bansal Company Secretary

Place: Mumbai Date: 07.11.2015



Sr. No.

ARROW COATED PRODUCTS LIMTED

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@arrowcoated.com

POSTAL BALLOT FORM

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 7^{th} November 2015 of the Company sending my/our Assent or Dissent to the said resolutions by placing the tick ($\sqrt{}$) 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.	Alteration of the Main Object clause			
	of the Memorandum of Association			
	of the Company			
2.	Adoption of Memorandum of			
	Association of the Company as per			
	Companies Act, 2013.			
5.	Change of name of the Company			

Place:	
Date:	(Signature of the shareholder)

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

ELECTRONIC VOTING PARTICULARS

EVSN	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 evoting 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, January 1, 2016 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 Tuesday, February 9, 2016 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.arrowcoated.com and on the website of CDSL within three (3) 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.arrowcoated.com or seek duplicate Postal Ballot Form from M/s. System Support Services, , Unit: Arrow Coated Products Limited, 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai 400072; 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 Saturday, February 6, 2016. 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. System Support Services, 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.