



ARROW GREENTECH LIMITED

(Formerly known as 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)

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 22nd June, 2016 (Wednesday).

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 24th June, 2016 (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.

TRANSACTION WITH RELATED PARTIES U/S 188 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 188 and other applicable provisions of The Companies Act, 2013 if any, approval of the members be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2016 up to the maximum amounts per annum as appended below:

MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) W.E.F 1 ST APRIL 201 6					(Rs. In Crores)
	Transaction defined u/s 188 (1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods or materials;	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or Rendering of any services;	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
	(a)	(b)	(c)	(d)	(e)
NAME OF THE RELATED PARTIES					
COMPANIES					
Avery Biodegradable Products Pvt. Ltd.	-	5	-	-	-
Arrow Convertors Private Ltd.	1	-	0.12	-	-

	Transaction defined u/s 188 (1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods or materials;	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or Rendering of any services;	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
	(a)	(b)	(c)	(d)	(e)
INDIVIDUAL					
Shilpan Patel	-	1	0.2		
SUBSIDIARIES/STEP-DOWN SUBSIDIARIES/ASSOCIATE COMPANIES					
Subsidiary/Step Subsidiaries					
Arrow Secure Technology Pvt. Ltd. and Arrow Green Technologies (UK) Limited (formerly known as Arrow Coated Products (UK) Ltd.) along with all its SUBSIDIARY COMPANIES i.e. STEP DOWN SUBSIDIARIES of Arrow Greentech Limited	50	-	-	100	-
Associate					
SPArrow Bio-Polymer Products Pvt. Ltd. & Sphere Biopolymer Pvt. Ltd.	50	-	-	50	-
RELATIVES OF DIRECTORS under section 2(76) of the Companies Act, 2013					
MRS. JIGISHA PATEL	-	-	-	-	0.25
*DIRECTORS/ KMP'S / RELATIVES OF DIRECTORS AND KMPs / OTHER FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013	10	-	5	5	-

*On actual basis, exempted being in the ordinary course of business and on arm's length basis

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto”.

Place: Mumbai
Date: 14.05.2016

By order of the Board of Directors
For Arrow Greentech Limited

Sd/-
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 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 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 20th May, 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 **24th May, 2016 at 9.00 a.m. and shall end on 22nd June, 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 20th May 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) <ul style="list-style-type: none">· 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. <ul style="list-style-type: none">· 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.
- (x) Click on the EVSN for Arrow Coated Products Limited.

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 **22nd June, 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 **22nd June, 2016**.
 4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 20th May, 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 24th June 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).

Place: Mumbai
Date: 14.05.2016

By order of the Board of Directors
For **Arrow Greentech Limited**

Sd/-
Poonam Bansal
Company Secretary

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

The provisions of Section 188(1) of the 2013 Act that govern the following Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in case the paid up share capital of a company is Rs. 10 crores or more, the prior approval of shareholders by way of a Special Resolution :

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, service or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis.

The provisions of section 188 (3) also provide that any contract or arrangement entered into u/s 188 (1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.

In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013) for the financial year 2016-17 and beyond.

All the prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Power) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) W.E.F 1 ST APRIL 2016					(Rs. In Crores)
	Transaction defined u/s 188 (1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods or materials;	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or Rendering of any services;	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
	(a)	(b)	(c)	(d)	(e)
NAME OF THE RELATED PARTIES					
COMPANIES					
Avery Biodegradable Products Pvt. Ltd.	-	5	-	-	-
Arrow Convertors Private Ltd.	1	-	0.12	-	-
INDIVIDUAL					
Shilpan Patel	-	1	0.2		

	Transaction defined u/s 188 (1) of the Companies Act, 2013				
	Sale, purchase or supply of any goods or materials;	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or Rendering of any services;	Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
	(a)	(b)	(c)	(d)	(e)
SUBSIDIARIES/STEP-DOWN SUBSIDIARIES/ASSOCIATE COMPANIES					
Subsidiary/Step Subsidiaries					
Arrow Secure Technology Pvt. Ltd. and Arrow Green Technologies (UK) Limited (formerly known as Arrow Coated Products (UK) Ltd.) along with all its SUBSIDIARY COMPANIES i.e. STEP DOWN SUBSIDIARIES of Arrow Greentech Limited	50	-	-	100	-
Associate					
SPArrow Bio-Polymer Products Pvt. Ltd. & Sphere Biopolymer Pvt. Ltd.	50	-	-	50	-
RELATIVES OF DIRECTORS under section 2(76) of the Companies Act, 2013					
MRS. JIGISHA PATEL	-	-	-	-	0.25
*DIRECTORS/ KMP'S / RELATIVES OF DIRECTORS AND KMPs / OTHER FIRMS AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013	10	-	5	5	-

The Board of Directors at its meeting held on May 14, 2016 approved for entering into related party transactions by the Company with effect from 1st April, 2016 up to the maximum amounts per annum as appended above: Since the share capital of the Company exceeds Rs. Ten crores approval of the Members by way of Special Resolution is required.

Pursuant to explanation 3 of Rule 15 of Chapter XII the following particulars of the transactions with related party are given below:

1.	Name of the related party	Avery Bio-Degradable Products Pvt. Ltd.	Arrow Convertors Pvt. Ltd.	Arrow Secure Technology Pvt. Ltd. and Arrow Green Technologies (UK) Limited (formerly known as Arrow Coated Products (UK) Ltd.) along with all its SUBSIDIARY COMPANIES i.e. STEP DOWN SUBSIDIARIES of Arrow Greentech Limited	SPArrow Bio-Polymer Products Pvt. Ltd. & Sphere Biopolymer Pvt. Ltd.	Mrs. Jigisha Patel	Mr. Shilpan Patel
2.	Name of the director or key managerial personnel who is related party	Mr. Neil Patel	Mr. Shilpan Patel	Mr. Shilpan Patel Mr. Neil Patel	Mr. Shilpan Patel Mr. Neil Patel	Mr. Shilpan Patel	-
3.	Nature of relationship	Common Directors	Common Directors	Subsidiary & Step Subsidiary Companies	Associates	Mrs. Jigisha Patel is wife of Mr. Shilpan Patel	Promoter Director
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement	To purchase the building of Avery Bio-degradable Products Private Limited situated at plot no. 5311, GIDC, Ankleshwar, Gujarat for business purpose on such terms and conditions as may be consider, appropriate and in the best interest of the Company.	Entering into a Leave and License Agreement for 907 sq feet for 60 months at a licence fees of Rs. 50,000/- for taking on license the premises for the branch office of the Company	Arrow Green Technologies (UK) Ltd.(formerly known as Arrow Coated Products (UK) Ltd.), having registered office in London and incorporated under the laws of UK is wholly owned subsidiary company of your company, was formed to market goods manufactured by your Company, and two step down subsidiaries named Advance IP Technologies LLC, registered in Caridff, UK, and Arrow Realty Limited, registered in London were formed to generate revenues from tangible and intangible assets as owned by them respectively. The approval is sought from Share Holders for these transactions which are done to exploit the strengths of both the companies, so as to best serve the interest of the shareholders. Vigilance of patented products, marketing and creating partners for increasing revenues is very much essential. IPR is more protected and exploitable from a UK/EU based companies. Therefore, your company proposes to transfer these rights to your fully owned company in UK.	Sale, purchase or supply of any goods or materials;	Mrs. Jigisha Patel has been appointed by the board as an employee of the Company, (i.e. to hold an office or place of profit under the Company), with such designation as the Board of Directors of the Company may, from time to time decide at a salary of Rs. 50,000/- per month and her remuneration is proposed to be revised annually.	1) Entering into a Leave and License Agreement for 915 sq feet for 60 months at a licence fees of Rs. 70,000/- 2) The contract envisages sale of property by Mr. Shilpan Patel to the Company. The property situated at Plot No. 18, Aishwarya Co.Op. Society at Ankleshwar, Gujarat admeasuring area 127 sq. ft. and property situated at Plot No. 45 & 46, Abhilasha Co.op. Society at Ankleshwar, Gujarat admeasuring area 80 sq. ft. is in the name of Mr. Shilpan Patel. The proposed transaction of sale and transfer of property is on an arm's length basis, based on valuation of an independent valuer appointed by the company. As per valuation report the total value of the property is Rs. 65,00,000, but the board of directors approve the transaction at Rs. 60,00,000, subject to the approval of the members of the Company.

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your Company have approved this item in the Board Meeting held on 14th May 2016 and have recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in this Resolution.