

Regd. Office & Works  
101, 102 & 103 MIDC  
19th street Satpur  
Nasik - 422 007 INDIA

Tel: 91-253-6609893

secretarial@arrowtextiles.com  
www.arrowtextiles.com

CIN-L51494MH2008PLC178384



*Arrow Textiles Limited*

30<sup>th</sup> August, 2019

<b>National Stock Exchange of India Ltd.</b> Listing Department. Exchange Plaza, C-1, Block- G, Bandra Kurla Complex, Bandra (East) Mumbai-400 051. Fax No. 26598235/8237/8347. Symbol: <b>ARROWTEX</b>	<b>BSE Ltd.,</b> Corporate Relation Department, Listing Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Facsimile No. 22723121/22722037/2041 Scrip Code 533068
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Dear Sir/Madam,

**Sub: 1) Notice of Annual General Meeting of the Company for the Year Ended 31<sup>st</sup> March, 2019**  
**2) Intimation of Book Closure**

With regard to the captioned matter and in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of 12<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, 27<sup>th</sup> September, 2019 at 1.00 p.m. at The Gateway Hotel, P-17, Mumbai-Agra National Highway, MIDC, Ambad, Nashik, Maharashtra-422010, for the year ended 31<sup>st</sup> March, 2019.

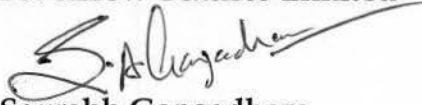
Pursuant to Regulation 42 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and the Share Transfer Books of the Company will remain closed during the period as mentioned below.

Scrip Code/ Symbol	Book Closure date	Purpose
533068/ ARROWTEX	From Saturday, 21 September, 2019 to Friday, 27 September, 2019 (both days inclusive)	Annual General Meeting

You are requested to take the same on record.

Thanking You.

Yours Faithfully,  
**For Arrow Textiles Limited**

  
**Saurabh Gangadhare**  
Company Secretary  
ACS No: 49743

Encl: As above

## NOTICE

Notice is hereby given that the 12<sup>th</sup> Annual General Meeting (AGM) of Members of Arrow Textiles Limited (the “Company”) will be held on Friday, 27<sup>th</sup> September, 2019 at 1.00 p.m. at The Gateway Hotel, P-17, Mumbai – Agra National Highway, MIDC Ambad, Nashik, Maharashtra 422010 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Dr. Ram H. Shroff (DIN: 00004865), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To Re-appoint Mr. Aurobind Patel (DIN: 00016628) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Aurobind Patel (DIN: 00016628) as the Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second (2<sup>nd</sup>) term of five (5) consecutive years on the Board of the Company for a term w.e.f. 04<sup>th</sup> August, 2019 upto 03<sup>rd</sup> August, 2024.”

4. To Re-appoint Mr. Aditya Mangaldas (DIN:00032233) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Aditya Mangaldas (DIN:00032233) as the Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second (2<sup>nd</sup>) term of five (5) consecutive years on the Board of the Company for a term w.e.f. 04<sup>th</sup> August, 2019 upto 03<sup>rd</sup> August, 2024.”

5. To Re-appoint Dr. Vrajesh Udani (DIN: 00021311) as an Independent Director of the Company.

To consider and if thought fit, to pass the following Resolution as Special Resolution:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Vrajesh Udani (DIN: 00021311) as the Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second (2<sup>nd</sup>) term of five (5) consecutive years on the Board of the Company for a term w.e.f. 04<sup>th</sup> August, 2019 upto 03<sup>rd</sup> August, 2024.”

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the AGM is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person shall not act as a Proxy for more than 50 Members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
5. In terms of Section 152 of the Act, Dr. Ram H. Shroff shall retire by rotation at the ensuing AGM. Dr. Ram H. Shroff (DIN: 00004865), being eligible, offers himself for re-appointment.  
The Board of Directors of the Company recommends re-appointment of Dr. Ram H. Shroff.
6. Details of Dr. Ram H. Shroff proposed to be appointed/re-appointed at the ensuing AGM, as required of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings (SS-2) are forming part of this Notice. Requisite declaration had been received from his for appointment/ re-appointment.
7. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM is done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the AGM held on 26<sup>th</sup> September, 2017.

8. Members are requested to bring their attendance slip duly completed and signed along with their copy of annual report to the AGM.
9. In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote.
10. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21<sup>st</sup> September, 2019 to Friday, 27<sup>th</sup> September, 2019 (both days inclusive), for the purpose of AGM of the Company.
11. Members are requested to:
  - (a) intimate to the Company's STA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
  - (b) intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
  - (c) quote their Folio Numbers/Client ID/DP ID in all correspondence; and
  - (d) consolidate their holdings into one Folio in case they hold shares under multiple folios in the identical order of names.
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to DP. Members holdings shares in physical forms are required to submit their PAN details to STA.
13. Pursuant to sections 101 and 136 of the Act read with the Rules made thereunder, the Notice calling the AGM along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories or the Company's STA, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. However, in case a Member wishes to receive a physical copy of the Annual Report, he/she is requested to send an email to [secretarial@arrowtextiles.com](mailto:secretarial@arrowtextiles.com) and [support@freedomregistry.in](mailto:support@freedomregistry.in) duly quoting his/her DP ID and Client ID or the Folio number, as the case may be.

Members are requested to register/update their e-mail addresses with the DP (in case of shares held in dematerialized form) or with STA (in case of shares held in physical form) which will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
14. Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.

**15. Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications, clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the Listing Regulations and SS – 2, the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the AGM ("remote e-Voting") using an electronic voting system provided by National Securities Depository Limited ("NSDL"), on all the business items set forth in the Notice of AGM and the business may be transacted through such remote e-voting. The instructions for remote e-Voting explain the process and manner for generating/receiving the password and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items:

- a. The remote e-Voting period will commence on Tuesday, 24<sup>th</sup> September, 2019 (9.00 am IST) and will end on Thursday, 26<sup>th</sup> September, 2019 (5.00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20<sup>th</sup> September, 2019, may cast their votes through remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting after 5.00 pm (IST) on Thursday, 26<sup>th</sup> September, 2019 and remote e-Voting shall not be allowed beyond the said time.
- b. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Friday, 20<sup>th</sup> September, 2019.
- c. Once the vote on a resolution is cast by a Member through remote e-voting, he/she/it shall not be allowed to change it subsequently.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date, i.e. Friday, 20<sup>th</sup> September, 2019, may refer to this Notice of the AGM of the Company, posted on Company's website [www.arrowtextiles.com](http://www.arrowtextiles.com) for detailed procedure with regard to remote e-Voting. The Notice shall also be available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Any person, who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the Members, there shall be no voting by show of hands at the AGM. The Company is also offering facility for voting by way of polling papers at the AGM for the Members attending the meeting who has not cast their vote by remote e-voting.
- f. A Member may participate in the AGM even after exercising his right to vote through remote e-voting, cannot vote again at the AGM.
- g. If a Member cast votes by both modes i.e. remote e-voting and polling papers at the AGM, then voting done through remote e-voting shall prevail and polling paper shall be treated as invalid.
- h. The Company has appointed Mr. Ashish Kumar Jain, Practicing Company Secretary (membership no. 6058) from M/s A. K. Jain and Co., Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- i. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- j. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizers report shall be placed on the Company's website [www.arrowtextiles.com](http://www.arrowtextiles.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman.

**The instructions for shareholders voting electronically 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 IS MENTIONED BELOW:****How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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 e-services 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.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (one time password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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 [akjaincs@gmail.com](mailto:akjaincs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**A. Ms. Pallavi Mhatre, Manager**

E-voting Helpdesk  
National Securities Depositories Limited  
Email: [evoting.nsdl.co.in](mailto:evoting.nsdl.co.in)  
Phone: 022 - 24994545

**B. Mr. Saurabh Gangadhare, Company Secretary**

Arrow Textiles Limited  
Corporate Office: Bayside Mall,  
2<sup>nd</sup> Floor, Tardeo Road,  
Haji Ali, Mumbai – 400 034  
Email: [secretarial@arrowtextiles.com](mailto:secretarial@arrowtextiles.com)  
Phone: 022-40794700

**C. Mr. Bhushan Chandratre**

Freedom Registry Limited (STA)  
Registered Office: Plot No. 101 / 102,  
19<sup>th</sup> Street, MIDC, Satpur, Nasik - 422 007  
Email: [support@freedomregistry.in](mailto:support@freedomregistry.in)  
Phone: 0253-2354032, 2363372

16. Members desirous of asking any questions at the AGM are requested to send in their questions so as to reach the Company at least 10 days before the AGM, so that the same can be suitably replied.
17. The Landmark and routemap to the venue of the AGM is attached and forms a part of this Notice.

**By Order of the Board of Directors,**

**SAURABH GANGADHARE**  
Company Secretary  
ACS No: A49743

Place: Mumbai  
Date: 9<sup>th</sup> August, 2019

**Registered Office:**

Plot No. 101-103, 19<sup>th</sup> Street, MIDC,  
Satpur, Nasik - 422 007, Maharashtra.  
CIN : L51494MH2008PLC178384  
Email ID : [secretarial@arrowtextiles.com](mailto:secretarial@arrowtextiles.com)  
Website : [www.arrowtextiles.com](http://www.arrowtextiles.com)  
Tel No: 91-253-6609893



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

The following explanatory statement sets out all material facts relating to Item No. 3 to 5 of the Notice

### Item No. 3, 4 & 5

Mr. Aurobind Patel (DIN: 00016628), Mr. Aditya Mangaldas (DIN:00032233) and Dr. Vrajesh Udani (DIN: 00021311) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 at the 7<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2014 for a period of five (5) consecutive years (“first term” in line with the explanation to Sections 149 (10) and 149 (11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended to the Board reappointment of Mr. Aurobind Patel (DIN: 00016628), Mr. Aditya Mangaldas (DIN: 00032233) and Dr. Vrajesh Udani (DIN: 00021311) as Independent Directors for a second term of five (5) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors considers that, given their background and experience and contributions made by them during their tenure, the continued association of the aforesaid Independent Directors would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years for a term w.e.f. 04<sup>th</sup> August, 2019 upto 03<sup>rd</sup> August, 2024 on the Board of the Company.

Mr. Aurobind Patel, Mr. Aditya Mangaldas and Dr. Vrajesh Udani are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors and declarations to the effect that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act and the Listing Regulations.

The Company has received notices in writing from a member as per Section 160 of the Act proposing the candidature of Mr. Aurobind Patel, Mr. Aditya Mangaldas and Dr. Vrajesh Udani for the office of Independent Directors of the Company.

In the opinion of the Board, Mr. Aurobind Patel, Mr. Aditya Mangaldas and Dr. Vrajesh Udani fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Aurobind Patel, Mr. Aditya Mangaldas and Dr. Vrajesh Udani are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 3,4 & 5 are provided in the “Annexure” to this Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of documents relating to the items are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Aurobind Patel, Mr. Aditya Mangaldas and Dr. Vrajesh Udani are interested in the resolutions set out respectively at Item Nos. 3,4 & 5 of the Notice with regard to their respective re-appointments. The relatives of Mr. Aurobind Patel, Mr. Aditya Mangaldas and Dr. Vrajesh Udani may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel and/or their relatives are interested in these resolutions.

The Board recommends the Special Resolutions set out in Item Nos. 3,4 & 5 of this Notice for the approval of the Members.

By Order of the Board of Directors,

**SAURABH GANGADHARE**  
**Company Secretary**  
**ACS No: A49743**

Place: Mumbai  
 Date: 9<sup>th</sup> August, 2019

**Registered Office:**

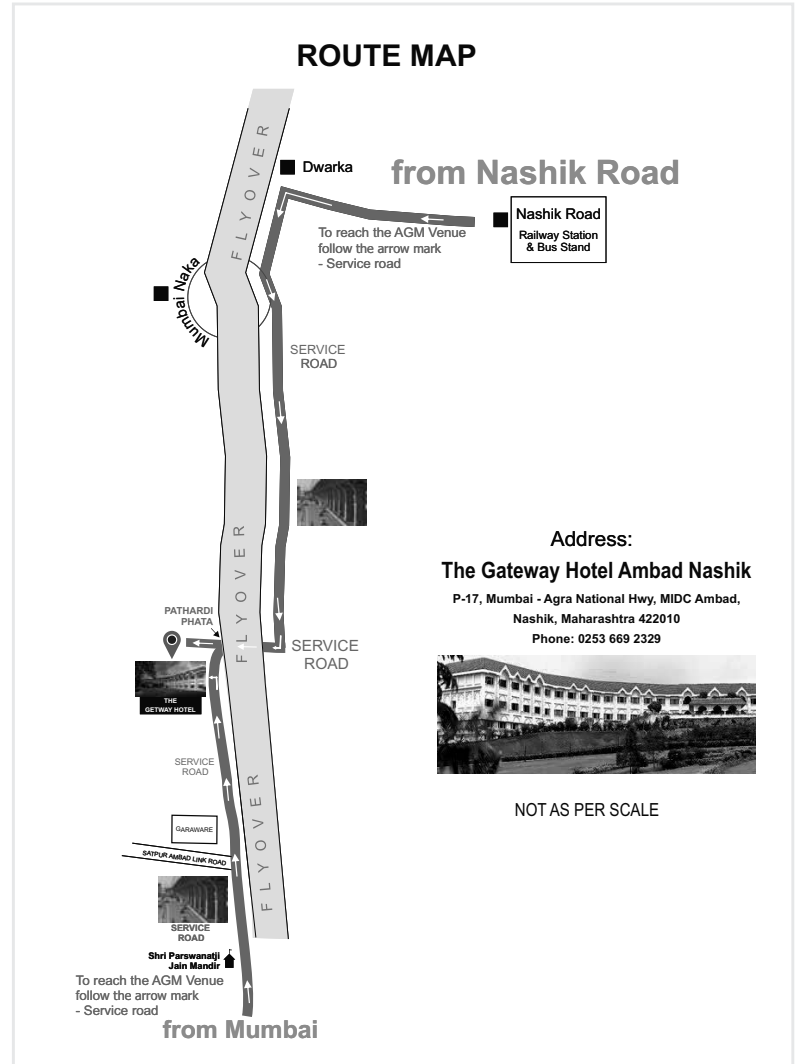
Plot No. 101-103, 19<sup>th</sup> Street, MIDC,  
 Satpur, Nasik - 422 007, Maharashtra.

CIN : L51494MH2008PLC178384

Email ID : [secretarial@arrowtextiles.com](mailto:secretarial@arrowtextiles.com)

Website : [www.arrowtextiles.com](http://www.arrowtextiles.com)

Tel No: 91-253-6609893



## ANNEXURE

### DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS – 2)

**Name of Director**

Dr. Ram H. Shroff

**Age**

48 years

**Date of First Appointment**

1<sup>st</sup> November, 2018

**Qualification**

Qualified Medical Doctor

**Profile and Expertise**

Dr. Shroff is a qualified medical doctor. Dr. Shroff has an experience of more than 17 years in Charak Pharma Private Limited where he is a Director. Charak is one of the leading Herbal and Ayurvedic Company in India. Through his initiatives the Company has grown its market share substantially and has introduced several new products which have helped bring a new dimension in medical treatment of patients. Dr. Shroff has also initiated Charak Pharma's international presence. Charak is now available in more than 45 countries around the world. In addition, Dr. Shroff has participated in several local and international medical conferences impressing the need of alternative medicines for the treatment of patients.

Dr. Ram H. Shroff is also the Managing Director of Delta Magnets Limited since 2012, he has been instrumental in the turnaround of the company. Dr Ram has streamlined the operation of the company by consolidating its resources like spearheading expansion of soft ferrite facility from 7 MT per month to 70 MT p.m., improving hard ferrite production from 70 MT p.m to 125 MT p.m. with incremental investment etc. His customer oriented approach coupled with his zeal for innovation has enabled the company to win many new customers and gain foot print in the industry. Under his leadership the Company caters to varied industries ranging from Automobiles, Railways, Telecommunication amongst others. Today Delta Magnets is one of the leading players in the Industry and poised to grow further.

**Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid**

Managing Director liable to retire by rotation.

**Last drawn remuneration**

₹ 35,41,670/- (from date of appointment i.e. 1<sup>st</sup> November, 2018 to 31<sup>st</sup> March, 2019)

**Relationship with other Directors, Manager and Key Managerial Personnel**

None

**No. of Board Meetings attended during the year**

2

**Number of shares held in the Company, Individually or Jointly.**

Nil

**Directorship and Committee memberships (Excluding Arrow Textiles Limited)****i) Directorships held in other Companies**

Delta Magnets Limited  
 Charak Healthcare Private Limited  
 Creme-De-La-Creme Private Limited  
 Charak Pharma Private Limited  
 MMG India Private Limited  
 Stride Livestock Private Limited  
 ISS Trading Private Limited  
 Vedistry Private Limited (earlier known as Charak Herbalcare Private Limited)  
 SSI Trading Private Limited  
 SI Agro Private Limited  
 Royal Western India Turf Club Limited  
 Young Presidents Organization (Mumbai chapter)

**ii) Chairman of Board Committees:**

Nil

**iii) Member of Board Committees:**

<b>Name of Company</b>	<b>Committees</b>
Delta Magnets Limited	Audit Committee
	Stakeholders Relationship Committee
MMG India Private Limited	Audit Committee

**Name of Director**

Mr. Aurobind Patel

**Age**

67 years

**Date of First Appointment**

1<sup>st</sup> October, 2008

**Qualification**

B.Com

**Profile and Expertise**

Mr. Aurobind Patel, holds a bachelor's degree in commerce from Mumbai University and a MFA in design from Southeastern Massachusetts University. He began his career as a designer in New York before moving to India in 1982 to design and act as design consultant to India today, a position he occupied till 1987. In 1987 he was appointed Design Director of The Economist, London. He also served as design consultant to leading UK newspapers, The Daily Telegraph and The Times. He is an acknowledged expert in publication design and publishing systems.

**Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid**

Non – Executive, Independent Director not liable to retire by rotation.

**Last drawn remuneration**

Nil

**Relationship with other Directors, Manager and Key Managerial Personnel**

None

**No. of Board Meetings attended during the year**

4

**Number of shares held in the Company, Individually or Jointly.**

Nil

**Directorship and Committee memberships (Excluding Arrow Textiles Limited)****i) Directorships held in other Companies**

Nil

**ii) Chairman of Board Committees:**

Nil

**iii) Member of Board Committees:**

Nil

**Name of Director**

Mr. Aditya Mangaldas

**Age**

55 years

**Date of First Appointment**1<sup>st</sup> October, 2008**Qualification**

Mechanical Engineer and MBA

**Profile and Expertise**

Mr. Aditya Mangaldas an Independent Director of the Company is of 55 years of age. Mr. Mangaldas is a Mechanical Engineer from L. D. College of Engineering, Ahmedabad and has an MBA from Babson College, USA. He has been the Managing Director of the Victoria Mills Limited since 1994. He has a wide experience and has spent approximately 21 years in the Textiles Industry. Mr. Mangaldas is also involved in the real estate industry and actively involved in an organization involved in housing and caring for children with serious chronic diseases.

**Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid**

Non – Executive, Independent Director not liable to retire by rotation.

**Last drawn remuneration**

Nil

**Relationship with other Directors, Manager and Key Managerial Personnel**

None

**No. of Board Meetings attended during the year**

5

**Number of shares held in the Company, Individually or Jointly.**

Nil

**Directorship and Committee memberships (Excluding Arrow Textiles Limited)****i) Directorships held in other Companies**

The Victoria Mills Limited

Morarjee Textiles Limited

Victoria Land Private Limited

St. Jude India Childcare Centres

**ii) Chairman of Board Committees:**

Nil

**iii) Member of Board Committees:**

<b>Name of Company</b>	<b>Committees</b>
Victoria Mills Ltd	Stakeholder Relationship Committee
	Audit Committee
Morarjee Textiles Limited	Nomination and Remuneration Committee

**Name of Director**

Dr. Vrajesh Udani

**Age**

63 years

**Date of First Appointment**

4<sup>th</sup> August, 2014

**Qualification**

Paediatric Neurologist

**Profile and Expertise**

Dr. Vrajesh Udani is a paediatric neurologist. Dr. Udani has been an assistant professor at Grant Medical College and JJ Group of Hospitals. He is a child neurology consultant at Hinduja National Hospital located at Mahim, Hinduja Health Care Surgical, located at Khar and Saifee Hospital at Charni Road. Dr. Udani also serves as an Honorary visiting consultant at Bai Jerbai Wadia Hospital for Children. He is also a member of the International Child Neurology Association and the past president of the Association of Child Neurologists, India.

**Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid**

Non – Executive, Independent Director not liable to retire by rotation.

**Last drawn remuneration**

Nil

**Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:**

None

**No. of Board Meetings attended during the year**

04

**Number of shares held in the Company, Individually or Jointly.**

Nil

**Directorship and Committee memberships (Excluding Arrow Textiles Limited)****i) Directorships held in other Companies**

Delta Corp Limited

Delta Magnets Limited

Highstreet Cruises and Entertainment Private Limited

MMG India Private Limited

Marvel Resorts Private Limited

**ii) Chairman of Board Committees:**

Nil

**iii) Member of Board Committees:**

<b>Name of Company</b>	<b>Committees</b>
Delta Corp Limited	Audit Committee Risk Management Committee
Delta Magnets Limited	Allotment Committee Audit Committee
MMG India Private Limited	Audit Committee Nomination and Remuneration Committee
Marvel Resorts Private Limited	Audit Committee Nomination and Remuneration Committee
Highstreet Cruises and Entertainment Private Limited	Audit Committee Nomination and Remuneration Committee





CIN: L51494MH2008PLC178384

**Registered office :** Plot No. 101-103, 19<sup>th</sup> Street, MIDC, Satpur, Nasik - 422 007, Maharashtra.

**Email ID:** [secretarial@arrowtextiles.com](mailto:secretarial@arrowtextiles.com) **Website:** [www.arrowtextiles.com](http://www.arrowtextiles.com)

**Tel. No.:** 91-253-6609893

**ATTENDANCE SLIP**

I/We, hereby record my/our presence at the **12<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Friday, 27<sup>th</sup> September, 2019 at 1.00 p.m. at The Gateway Hotel, P-17, Mumbai – Agra National highway, MIDC Ambad, Nashik, Maharashtra 422010.

Name and Address of the Shareholder :

No. of Shares held :

Member's Folio No./ DP ID & Client ID

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**E-VOTING DETAILS:**

<b>EVEN (E-VOTING EVENT NUMBER)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Note: Please read the instructions given in the Notice of the Annual General Meeting carefully before voting electronically.

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# Arrow Textiles Limited

CIN: L51494MH2008PLC178384

**Registered office :** Plot No. 101-103, 19<sup>th</sup> Street, MIDC, Satpur, Nasik - 422 007, Maharashtra.

**Email ID:** [secretarial@arrowtextiles.com](mailto:secretarial@arrowtextiles.com) **Website:** [www.arrowtextiles.com](http://www.arrowtextiles.com)

**Tel. No.:** 91-253-6609893

## PROXY FORM

(FORM NO. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID: \_\_\_\_\_ DP ID: \_\_\_\_\_ Folio No./Client ID: \_\_\_\_\_

I/We being the Member(s) of \_\_\_\_\_ Equity Shares of Arrow Textiles Limited, hereby appoint-

1) Name \_\_\_\_\_

Address \_\_\_\_\_

having email id \_\_\_\_\_ or failing him

2) Name \_\_\_\_\_

Address \_\_\_\_\_

having email id \_\_\_\_\_ or failing him

3) Name \_\_\_\_\_

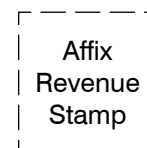
Address \_\_\_\_\_

having email id \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **12<sup>th</sup> ANNUAL GENERAL MEETING** of the Company to be held on Friday, 27<sup>th</sup> September, 2019 at 1.00 p.m. at The Gateway Hotel, P-17, Mumbai - Agra National Highway, MIDC Ambad, Nashik, Maharashtra 422 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject Matter of the Resolution	Vote		
		For	Against	Abstain
1	Adoption of the Audited Financial Statements for the year ended 31st March, 2019 together with Reports of Board of Directors and Auditors thereon.			
2	Appointment of a Director in place of Dr. Ram H. Shroff (DIN: 00004865), who retires by rotation and being eligible, offers himself for re-appointment.			
3	Re-appointment of Mr. Aurobind Patel (DIN: 00016628) as an Independent Director of the Company.			
4	Re-appointment of Mr. Aditya Mangaldas (DIN: 00032233) as an Independent Director of the Company.			
5	Re-appointment of Dr. Vrajesh Udani (DIN: 00021311) as an Independent Director of the Company.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019



Signature of shareholder across Revenue Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Notes:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the for, against or abstained column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.
4. A Proxy need not be a member of the Company.