ARROW
GREENTECH LTD.

An ISO 9001 2008 Certified Company

7th October 2016

To
Manager (CRD)
Bombay Stock Exchange Ltd. (BSE)
P.J. Towers, Dalal Street,
Mumbai 400 001

Manager (CRD)
National Stock Exchange of India Ltd. (NSE)
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400051

Ref: Script Code- 516064

Script Code- ARROWGREEN

Sub: Submission of Annual Report

Dear Sir,

Please find enclosed herewith Annual Report for the year ended 2015-16 of the Company, for your reference.

Kindly take the above on your record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Arrow Greentech Limited**

Poonam Bansal

Poonam Bansal
Company Secretary

ARROW GREENTECH LIMITED MUMBAI

ARROW GREENTECH LIMITED.
(FORMERLY KNOWN AS ARROW COATED PRODUCTS LTD.)
Unit No 372, Bldg No 3, 7th Floor, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400093, Maharashtra, INDIA
Phone : +91-22-4074 9000 **Fax :** +91-22-4074 9099 **Email :** contact@arrowgreentech.com **Website :** www.arrowgreentech.com
CIN No. : L21010MH1992PLC069281

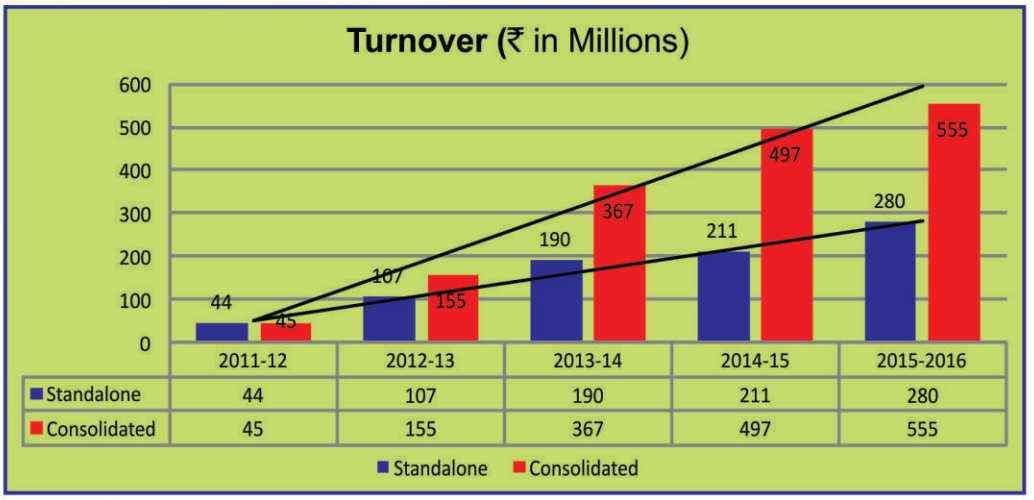
ARROW
GREENTECH LTD.
FORMERLY KNOWN AS ARROW COATED PRODUCTS LTD.

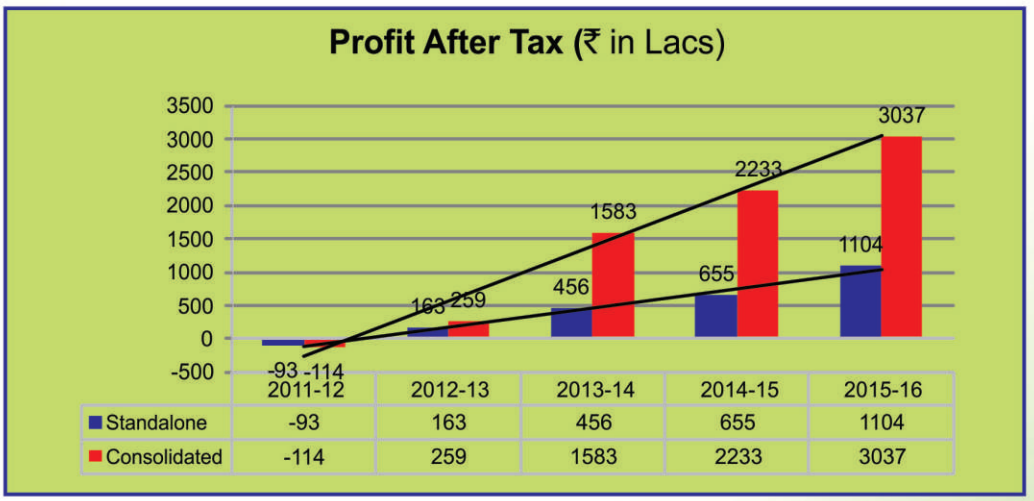
24th Annual Report 2015-16

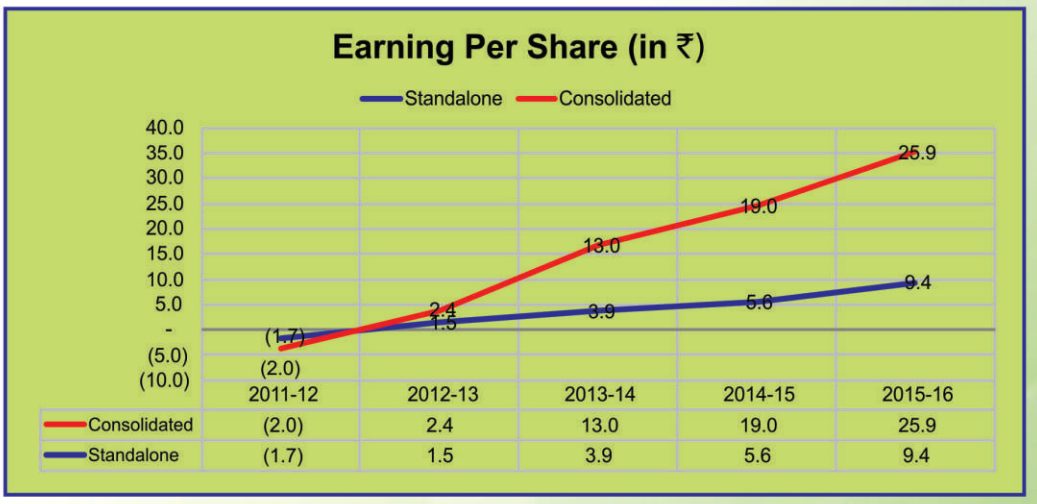
Innovative
Eco-friendly Solutions

ISO 9001 : 2008 Certified

Financial Highlights at a glance







Chairman Message

Dear Partners in Prosperity,

It gives me immense pleasure to present to you another exciting year in our journey. I am happy to share that despite the challenging global environment, your company achieved total revenue of Rs. 55 Crores in fiscal 2015-16 with a growth of 12%. Net Profit for the year increased to Rs. 31 Crores, up 36% over the previous year.

This performance could not have been achieved without single minded focus on Product development and marketing and Perseverance in operational efficiency. The company has taken many strategic initiatives in the last year to achieve its vision of being Green Company. Keeping this vision in view, company's name has been changed from Arrow Coated Products Ltd. to Arrow Greentech Ltd. With this, our approach of creating value for our Environment is in line.

Your company continues to tread on the path of transforming itself into a technology driven company with focus on innovative & eco-friendly products. The foundation of your company now stands firmly on the platform of Research & Development, Sustainability and Intellectual Property. We will keep on looking out for profitable growth avenues, which will create long term value for the shareholders.

The Patent business continues to be booster for the revenue of the Company. We have 31 patents granted in India and across various geographical regions in the field of health & hygiene, high strength paper, security, packaging etc. Our product development team is continuously working on development of new products and filing new patents to secure the company's IP. Also on tangible assets side, expansion in our Ankleshwar factory is going on full scale and we are expecting commercial production from new unit in early third quarter of FY16-17. I would also like to take this opportunity to mention that the business performance of the subsidiary in UK has also improved.

Our strategy has been simple. Innovate, Protect (Patents and IP), find the best in the field and make a strategic alliance to produce the patented product or outlicense our technology. The focus will always be on Environment friendly technologies and we look for like minded partners having expertise in their field and who can add value to our targets. In this line, in this year we have made alliance with Proquimia, Spain and Misapore, Switzerland.

I express my sincere gratitude to our shareholders, investors and banks who continue to support us. I wish to express my appreciation to my colleagues on the Board and our employees for continued support and confidence in your company. Let me assure you, we continue to stay focused in building a strong business at Arrow and enhance 'shareholders and other stakeholders' values in every possible ways and we solicit your unstinted support for the years to come.

Yours Sincerely,

Shilpan Patel
Chairman & Managing Director

Directors' Profile

Mr. Shilpan Patel, aged 60 years, is the Chairman and Managing Director of the Company and holds a Master's degree in Business Administration from Sam Houston University, Texas, USA. He did his graduation in Commerce from H.L. College of Commerce, Ahmedabad in India. In 1979-80 he gained experience in coating industry from Grace Paper Industries Pvt. Ltd and worked there for a period of 9 years. In 1990 he developed Water Soluble Film, which is a product of indigenous research and has very strong bearing on environment. In the year 2000 the product (Water Soluble Film) won the India Star Award. Mr. Patel through his business enterprises has applied for various patents in USA, Europe, South Africa, Australia and India for Water Soluble Films.

Appointed on the Board for the first time on October 30, 1992 he is in charge of Business Development and Strategic Management of the Company and creating value for all stakeholders and society at large. He is based in Mumbai. He has been last re-appointed as a director on our Board and re-designated as Managing Director of the Company for a period of 3 years w. e. f. September 29, 2014.

Mr. Neil Patel aged 30, is a Whole Time Director of our Company. He has done M. Sc. (Bio Medical Science) from Kingston College, London. He possesses good entrepreneurship skills. He is associated with the Company since last 7 years.

He is member of Audit Committee of the Company and Stakeholders Relationship Committee of the Company. He has appointed to our board for the first time on 1st June 2012 as an Additional Director & confirmed as a Director in subsequent Annual General Meeting. His current term started from Annual General Meeting held on September 29, 2014.

Mr. Haresh Mehta, aged 63 years, is an Independent Director of our Company. He is a graduate in Science. He holds a certificate in Packaging Technology and has also attended a long term programme in London. He is also a Director in Jayna Packaging Pvt. Ltd. He is a Chairman of Shareholders / Investor Grievance Committee and a member of the audit committee of the company.

He was appointed on our board for the first time on December 01, 1993 as an Additional Director & confirmed as a Director in subsequent Annual General Meeting. His current term started from our last Annual General Meeting held on September 29, 2015.

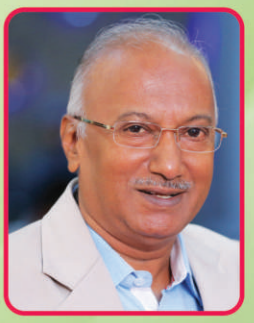
Mr. Harish Mishra aged 65, is an Independent Director of our Company. He graduated in Commerce and done M. Com from Jabalpur University in the year 1973. He has vast experience in Advertising and Production. He was associated with ZEE TV.

He is Chairman of Nomination & Remuneration Committee and Audit Committee of the Company.

He has appointed to our board for the first time on 1st June 2012 as an Additional Director & confirmed as a Director in subsequent Annual General Meeting. His current term started from the Annual General Meeting held on September 29, 2014.

Ms. Suneeta Thakur, aged 61 years, is an independent Director of our Company. She is a science graduate and having vast experience in banking sector. She retired in Aug, 2011 as the Deputy Managing Director from Saraswat Bank and since then has been working as a Consultant to Care Group of Companies.

She is also a member of the Audit Committee of the Company. She was appointed to our board for the first time on 31st May 2014 as an Additional Director & confirmed as a Director in subsequent Annual General Meeting. Her current term started from the Annual General Meeting held on September 29, 2014.



Mr. Dinesh Modi, aged 64 years, is an independent Director of our Company. He is a Company Secretary, and graduated in Commerce and done L.L.B from Bombay University. He has vast experience & knowledge in Finance and Legal & Corporate Sector. Currently he is practicing as a Corporate Law Advisor. He was associated with Reliance ADA Group.

He is also a member of Nomination & Remuneration Committee of the Company.

He has appointed to our board for the first time on 5th August 2014 as an Additional Director & confirmed as a Director in subsequent Annual General Meeting. His current term started from the Annual General Meeting held on September 29, 2014.

CORPORATE IDENTIFICATION NUMBER (CIN): L21010MH1992PLC069281

BOARD OF DIRECTORS :

Mr. Shilpan P. Patel	Chairman & Managing Director
Mr. Neil Patel	Whole Time Director
Mr. Haresh Mehta	
Mr. Harish Mishra	
Ms.Suneeta Thakur	
Mr. Dinesh Modi	

COMPANY SECRETARY
Ms. Poonam Bansal

CHIEF FINANCIAL OFFICER
Mr. Narayan Navin Jha
(Resigned on 16th May, 2016)
Mr. Hitesh Punglia
(Appointed on 16th May, 2016)

REGISTERED OFFICE :
Solitaire Corporate Park,
Bldg No.3, 7th Floor, Unit No. 372,
Guru Hargovindji Marg,
Chakala, Andheri (East)
Mumbai – 400 093

WORKS :
5310, GIDC,
ANKLESHWAR - 393 002

STATUTORY AUDITORS :
J. A. Rajani & Co.
Chartered Accountants
Mumbai

INTERNAL AUDITORS :
Dhaker & Kadge
Chartered Accountants
Mumbai

REGISTRAR AND SHARE TRANSFER AGENTS :
System Support Services
209, Shivai Industrial Estate,
89-Andheri Kurla Road,
Sakinaka, Andheri (East)
Mumbai - 400 072

BANKERS :
Bank of Baroda
HDFC Bank Ltd

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses,so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their email address with the Company or M/s. System Support Services (RTA), to enable us to send all the documents through electronic mode in future.

NOTICE

Notice is hereby given that the 24th Annual General Meeting of Arrow Greentech Ltd. (Formerly known as Arrow Coated Products Limited) will be held on Tuesday, the 27th September 2016 at 10.30 a.m. at **The Conference Hall, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as on 31st March,2016and Statement of Profit and Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon.

2. To declare Dividend on Equity Shares for the the year ended 31st March, 2016.

3. To appoint a Director in place of Mr. Neil Patel, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the fifth consecutive Annual General Meeting and to fix their remuneration by passing the following Resolution with or without modification(s),as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, M/s Haribhakti & Co. LLP,, Chartered Accountants (Registration No. 103523W),be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. J.A. Rajani & Co. Chartered Accountants (Registration No. 108331W),who shall hold office from the conclusion of this 24th Annual General Meeting for the term of five years till the conclusion of the 29th Annual General Meeting(subject to ractification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix their remuneration."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Shilpan Patel [DIN:00341068], Chairman& Managing Director of the Company, on the terms and conditions including remuneration as mentioned below:

   1) Salary & Perquisites with effect from 1st April 2016 shall be as under:

Particulars	Per Month (Rs)	Per Annum (Rs)
Basic (A)	**312,500**	**37,50,000**
Benefits, Perquisites, Allowances (B)		
HRA	156,250	18,75,000
Child Education Allowance	400	4,800
Medical	1,250	15,000
Conveyance	1,600	19,200
Special Allowance	153,000	18,36,000
Total Benefits, Perquisites and Allowances which may be entitled (B)	**312,500**	**37,50,000**
Bonus (as per polices and rules of the Company) **(C)**	-	-
Performance Linked Payment (D) At 100% Target Performance	-	-
Total A+B+C+D	**6,25,000**	**75,00,000**

   2) Termination: Appointment may be terminated by either party by giving to the other party three months' notice.

3) Other Terms

i. Subject to superintendence, control and direction of the Board of Directors of the Company, the Managerial Personnel shall exercise and perform such powers and duties as the Board of Directors of the Company ("the Board") may from time to time determine and shall also do and perform all such other acts, things and deeds which in the ordinary course of business he considers necessary in the interest of the Company.

ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

iii. The Managerial Personnel shall adhere to the Company's Code of Conduct for Directors andSenior Management.

iv. All the personal policies of the company and related Rules which are applicable to other employees of the company shall also be applicable to the Managerial Personnel, unless specifically provided otherwise.

v. The Company shall reimburse the expenses incurred by Managing Director for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

vi. In the event of absence or inadequacy of profit in any financial year during the currency of the tenure of Mr. Shilpan Patel as Managing Director, Company shall make payment of remuneration to Mr. Shilpan Patel as per above table.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revision in the remuneration of Mr. Neil Patel [DIN:00607101], Whole Time Director of the Company, on the terms and conditions including remuneration as mentioned below:

1) Salary & Perquisites with effect from 1st April 2016 shall be as under:

Particulars	Per Month (Rs)	Per Annum (Rs)
Basic (A)	**1,75,000**	**21,00,000**
Benefits, Perquisites, Allowances (B)		
HRA	87,500	10,50,000
Child Education Allowance	400	4,800
Medical	1,250	15,000
Conveyance	1,600	19,200
Special Allowance	84,250	10,11,000
Total Benefits, Perquisites and Allowances which may be entitled (B)	**1,75,000**	**21,00,000**
Bonus (as per polices and rules of the Company) **(C)**	-	-
Performance Linked Payment (D) At 100% Target Performance	-	-
Total A+B+C+D	**3,50,000**	**42,00,000**

2) Termination: Appointment may be terminated by either party by giving to the other party three months' notice.

3) Other Terms

i. Subject to superintendence, control and direction of the Board of Directors of the Company, the Managerial Personnel shall exercise and perform such powers and duties as the Board of Directors of the Company ("the Board") may from time to time determine and shall also do and perform all such other acts, things and deeds which in the ordinary course of business he considers necessary in the interest of the Company.

ii. The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 with regard to duties of directors.

iii. The Managerial Personnel shall adhere to the Company's Code of Conduct for Directors and Senior Management.

iv. All the personal policies of the company and related Rules which are applicable to other employees of the company shall also be applicable to the Managerial Personnel, unless specifically provided otherwise.

v. The Company shall reimburse the expenses incurred by Whole Time Director for the purpose of the business ofthe Company in accordance with the Company's policies, practices and procedures.

vi. In the event of absence or inadequacy of profit in any financial year during the currency of the tenure of Mr. Neil S Patel as Whole-time Director, Company shall make payment of remuneration to Mr. Neil S Patel as per above table.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

7. To approve and ratify Related Party Transactions

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of Section 188 of Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules as may be applicable and amended from time to time and Securities and Exchange Board of India (LODR) Regulations, 2015, ("Regulations") , consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to ratify and enter into Related Party Transactions as defined under section 188 of the Companies Act, 2013 with related party as mentioned in explanatory statement annexed to the notice which were executed prior to the applicability of Regulations and are still under execution and other transactions to be entered into by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to determine and finalize the terms & conditions related thereto from time to time and all other matters arising out of the incidental to the transactions and generally to do all acts, deeds, matters and things including variation in amount that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND IN CASE OF POLL, VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the Meeting 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 Meeting.

4. Member / Proxy should bring the attendance slip duly filled in for attending the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23rd September to Tuesday, the 27th September2016 (both days inclusive).

6. Members desirous of seeking information relating to the accounts and operations of the Company are requested to address their queries to the Company at least 7 days in advance of the meeting, to enable the company to keep the information ready.

7. Shareholders are requested to bring their copies of Annual Report to the meeting.

8. In case the Dividend has remained unclaimed for the financial year 2012-13, 2013-14, 2014-15 and Interim Dividend for the financial year 2015-16 the Shareholders may approach the Company with their dividend warrants for revalidation/ with the letter ofundertaking for issue of revalidated/ duplicate dividend.

9. Members whose shareholding is in the electronic mode are requested to intimate any change in their address to their respective Depository Participants.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agents.
11. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
12. Members are requested to address all correspondences to the Registrar and Share Transfer Agents.
13. Pursuant to the relevant provisions of SEBI (Listing Obligations and DisclosureRequirements), 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to this Notice.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
15. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically in terms of Section 108 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). Accordingly, a member may exercise his vote at the general meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of this rule.

    Members who do not have access to e-voting facility may send duly completed Ballot Form (Attached to this Annual Report) so as to reach the Scrutinizer, Mr. Rajendra Vaze, Practising Company Secretary, at the Registered Office of the Company not later than September 26, 2016. Ballot Form received after this date will be treated as invalid.

    Members may contact Ms. Poonam Bansal, Company Secretary, for any grievances connected with electronic means at the Corporate 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, Tel. # 022-40749000.
16. The Board vide its Resolution passed on 14th May, 2016 has appointed Mr. Rajendra Vaze, Practising Company Secretary, (Membership No. F4247, COP No. 1975), as Scrutinizer for conducting the e-voting and postal ballot process in accordance with the law and in a fair and transparent manner.

    The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The

    Results declared along with the Scrutinizer's report shall be placed on the website of the Company and on the website of the agency within 3 (three) days of passing of the resolution at the relevant general meeting of members.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E- VOTING

The instructions for members for voting electronically are as under:-

(i) The voting period begins on **9.00 am on Saturday, 24th September, 2016** and ends on **5.00 pm on Monday, 26th September, 2016.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th September 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) **The shareholders should log on to the e-voting website www.evotingindia.com during the voting period**

(iii) **Click on "Shareholders" tab.**

(iv) **Now, select the "Arrow Greentech Limited " from the drop down menu and click on "SUBMIT"**

(v) 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.**

(vi) **Next enter the Image Verification code/Captcha code as displayed and Click on Login.**

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used.

(viii) 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 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach 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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) **Click on the EVSN for the relevant Arrow Greentech Limited on which you choose to vote.**

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in 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 you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

17. The e-voting period commences on Saturday, September 24, 2016 from 9:00 A.M. onwards and ends on Monday, September 26, 2016 at 5:00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on September 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

18. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 20, 2016.

19. Mr. Rajendra Vaze, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.

21. Members who do not have access to e-voting facility may send duly completed Ballot Form (Attached to this Annual Report) so as to reach the Scrutinizer, Mr. RajendraVaze, Practising Company Secretary, at the Registered Office of the Company not later than September26, 2016. Ballot Form received after this date will be treated as invalid.

22. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

23. The results shall be declared on or after the Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website www.arrowgreentech.comand on the website of CDSL www.evotingindia.com within three (3) days of passing of the resolution at the AGM of the Company and communicated to the stock exchanges, where the shares of the Company are listed.

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and Secretarial Standard 2 issued by ICSI, information about the directors proposed to be re-appointed is furnished below:

Mr. Neil Patel, aged 30 years, is Msc. (Bio medical science) from Kingston College, London. He possesses good entrepreneurship skills. He is associated with the Company since last 7 years. He is also Director in Avery Bio-Degradable Products Private Limited, ArrowAgri-Tech Private Limited, Sphere Bio-polymer Pvt. Ltd and Almighty Nature Developers Private Limited, Arrow Green Technologies (UK) Ltd. and Advance IP Technologies Ltd. He is also a member of Audit Committee and Stakeholder Relationship Committee of the Company. As on 31st March 2016, he held 5,19,810 shares in the Company

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013:

Item No. 4

The Statutory Auditors, M/s J.A. Rajani & Co. have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, as the statutory auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Special Resolution appointing M/s Haribhakti & Co. LLP, Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s J.A. Rajani & Co.

Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

Item No. 5 & 6:

The Board of directors at their meeting held on 14.05.2016, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Shilpan Patel, Chairman& Managing Director and Mr. Neil Patel, Whole Time Director (herein after referred to 'the Executive Directors') of the Company, as above, for the remaining tenure of respective executive directors. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. While approving the revised remuneration of the Executive Directors, the Nomination and Remuneration Committee considered various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of executive directors for the overall growth of the Company especially in respect of setting up of new manufacturing units, streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of executive directors was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow.

The executive directors are related party as per Section 2(76)(i) of the Companies Act, 2013. As per section 177(4)(iv) of the Companies Act, 2013 and amended terms of reference duly approved by the Board of the Company, the audit committee has to accord its approval to any related party transaction and accordingly the Audit Committee at its meeting held on 14th May, 2016 discussed, approved and recommended the same agenda for the approval of the Board.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item nos. 5 and 6 of the notice are recommended to be passed as ordinary resolution(s).

Item No. 7:

Pursuant to the erstwhile equity listing agreements ("Listing Agreement") entered into by the Company with Bombay Stock Exchange Ltd. and the National Stock Exchange of India Ltd. and applicable circulars and regulations issued by the Securities and Exchange Board of India ("SEBI"), any material related party transaction, i.e. a transaction to be entered into which individually or together with previous transactions in a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of a special resolution.

Considering the above required, your Company had taken the approval of some material related party transactions, as per clause 49 of the Listing Agreement in its Extra Ordinary General Meeting held on 16th July 2014 and 24th June 2016.

Subsequently Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Regulations") were notified on 2nd September, 2015, and became effective from 1st December 2015. Pursuant to Regulation 23 of the said Regulations, all existing material related party contracts or arrangements entered into prior to the date of notification of Regulations and which continue beyond such date shall be placed for approval/ratification of the shareholders in the first General Meeting subsequent to notification of these Regulations.

Your Company has some material related party transactions which are in existence and likely to continue in the financial year 2016-17 or beyond for which your approval is required as per SEBI (LODR) Regulations, 2015.

The details of said Related Party Transactions are given here in below in a tabular format for kind perusal of the members:

MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) W.E.F 1ST 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		
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	-

Further, pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

SEBI (LODR) Regulations, 2015, also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

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

Poonam Bansal
Company Secretary

Mumbai, 6th August 2016

Registerted Office:
Solitaire Corporate Park,
Bldg No 3, 7th Floor, Unit No 372,
Guru HargovindjiMarg,
Chakala, Andheri (East), Mumbai 400 093
CIN: L21010MH1992PLC069281
Website: www.arrowgreentech.com

ARROW GREENTECH LIMTED

(Formerly Known as Arrow Coated Products Limited)

CIN: L21010MH1992PLC069281
Registered Off: Solitaire Corporate Park, Bldg No.3, 7th Floor, Unit No. 372, Guru Hargovindji Marg,
Chakala, Andheri (East), Mumbai – 400093
Tel: 022 4074 9000, Fax: 022 4074 9099, email: poonam@arrowgreentech.com

Dear Member,

Sub: Electronic Clearing Service (ECS)/ Bank particulars for payment of dividend

We wish to inform you that from last few years, we have extended ECS facility to our members by which they can receive their dividend directly in their bank account through electronic clearing.

The benefits of ECS are that, it provides protection against fraudulent interception and encashment of dividend warrants or damage of dividend warrants in transit or problem of revalidation/ issuance of duplicate dividend warrants and there is no extra cost.

We wish to further inform you that SEBI has also mandated the companies, the use of ECS facility for distributing the dividend and other cash benefits to the investors and only in the absence of availability of ECS facility, the Company may use warrants for disbursing dividend and other cash benefits. Further the bank particulars have to be printed on the warrants to obviate any fraudulent encashment and interception in postal transit.

You are, therefore, requested to follow the procedure given below:

i. Physical Shares

In order to avail the ECS facility, we request you to provide us the requisite details in the form given overleaf and submit the same to the Company at its Registered Office at Arrow Greentech Limited, Solitaire Corporate Park, Bldg No.3, 7th Floor, Unit No. 372, Guru Hargovindji Marg,Chakala, Andheri (East), Mumbai – 400093 before the dividend for the current financial year is paid to you. The information should be accurate and complete in all respects and in order to prevent any incorrect particulars being entered, we request you to enclose photocopy of a Cheque for verifying the accuracy of MICR Code No. and other particulars.

ii. Demat Shares

Please note that as per the Stock Exchange directions, the Company will have to take note of the ECS or Bank Account details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We recommend and request you to avail of the ECS facility and in the alternative provide complete bank particulars for printing on the dividend warrant.

Assuring you of our best services.

Thanking you.

Yours faithfully,

For **Arrow Greentech Limited**

Company Secretary

To,
The Share Department
ARROW GREENTECH LIMITED
Solitaire Corporate Park, Bldg No.3,
7th Floor, Unit No. 372, Guru Hargovindji Marg,
Chakala, Andheri (East), Mumbai – 400093

Date: .....

Dear Sir,

Sub: Payment of dividend (Electronic Clearing Service / Bank Particulars)

I wish to participate in the Electronic Clearing Services and give below the details of my bank account, to which you may electronically credit the payment due to me against the reference folio number mentioned below:

1. Name of the First holder (in Block Letters)	:	
2. E mail Id	:	
3. Telephone/ Mobile No.	:	
4. Regd. Folio No.	:	
5. Name of the Bank	:	
6. Branch Name & Address	:	
7. Account Number (as appearing on your Cheque Book)	:	
8. Account Type: (Saving Bank A/c, Current A/c or Cash Credit A/c)	:	
9. 9 digit code number of the Bank & Branch appearing on the MICR Cheque issued by the Bank. (Please attach photocopy of the accuracy of the MICR Code Number)	:	

I hereby declare that the particulars given above are correct and complete. I undertake to inform of any subsequent changes in the above particulars. If the ECS payment transaction is delayed or not effected for any reasons I would not hold the Company responsible.

_____
Signature of the first named shareholder

Name _____

Address _____

Tel No. _____

DIRECTORS' REPORT

To,
The Members,

The Directors of Arrow Greentech Limited (Formerly known as Arrow Coated Products Limited) present the 24th Annual Report on the operations of the Company, together with the Audited Accounts for the year ended 31st March, 2016.

Financial Results

(Rupees in thousands)

Particulars	2015-2016	2014-2015
Total income	**2,80,043**	2,10,553
Profit (Loss) before finance cost, Depreciation and Amortization expenses, exceptional items & Tax	**1,68,826**	1,02,684
Less : Finance Cost	**-**	-
Less : Depreciation and Amortization expenses	**9,751**	8,428
Less: Exceptional items	**282**	284
Profit Before Tax (PBT)	**1,58,793**	93,973
Less : Provision for Taxation		
- Current Tax	**49,000**	26,500
- Deferred Tax	**(603)**	1,968
- Fringe Benefit Tax	**-**	-
Profit After Tax (PAT)	**1,10,397**	65,505
Add : Balance brought forward	**64,866**	34,683
Less : Tax & Dividend Adjustment	**57,453**	34,951
Less : Tax adjustment of earlier years	**1,895**	-
Less : Adjustment of Depreciation	**-**	370
Balance carried to Balance Sheet	**119,705**	64,866

Operations:

The total income from operations including other income for the financial year under review amounted to Rs.2800.43 Lacs as compared to Rs. 2105.53 Lacs in the previous year. The Company has earned net profit of Rs. 1,103.97 Lacs under review after providing for depreciation of Rs. 97.51 Lacs and taxation of Rs. 483.97 Lacs. After adjustment of brought forward balance of Rs. 648.66 Lacs from previous year and after providing for the tax adjustment, Rs. 1197.05 Lacs has been carried to the Balance Sheet.

Transfer to Reserves

The Board of Directors has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried to the Profit and Loss account.

Business outlook and future prospects:

Business outlook and future prospects of the Company is discussed in detail in Management Discussion and Analysis Report attached herewith.

Dividend

As you are aware your Directors had recommended Interim dividend of 30% i.e. Rs.3 per equity share of Rs.10/- each on February 6, 2016 and accordingly your Directors have recommended a final dividend of 15% i.e. Rs. 1.5 per equity share of face value Rs.10 making it to a total of Rs. 4.5 per equity share of 10/- each which is 45% dividend against the previous years dividend of 25%. The proposed final dividend is subject to the approval of the members at the ensuing Annual General Meeting.

Change of Name

Pursuant to the shareholders' approval obtained through postal ballot on 9th February 2016, the name of the Company was changed from 'Arrow Coated Products Limited' to 'Arrow Greentech Limited' with effect from 26th February 2016.

Change in the Nature of Business

During the financial year, the Company has altered the main object clause of its Memorandum of Association by incorporating therein;

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.
2. 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.

Approval of shareholders was obtained through postal ballot on 9th February 2016 for above amendment in the object clause of the Memorandum of Association.

Change in Registered Office

During the Financial Year the Registered Office of the company was changed from "5D, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai -400053" to Solitaire Corporate Park, Bldg No 3, 7th Floor,Unit No 372, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093 w.e.f from 19th October 2015.

Public Deposits

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees or Investments:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act,2013.

The details of the investments made by company is given in the notes to the financial statements

Internal control systems and their adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and the auditor has identify material weakness relating to financial reporting in respect of compliance with accounting standard in relation to discontinuing operation

Your Directors would like to state as that the Company has discontinued trading activities in Digital Printing Machine and Digital Signage Cutting Machine and as on 31st Mar 2016, there is no item outstanding related to this business.

Corporate Social Responsibility Initiatives

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The CSR Policy may be accessed on the Company's website. Annual Report on CSR activities is set out as ANNEXURE I and forms part of this report.

Industrial Relations:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

Directors

Mr. Neil Patel, Whole Time Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Meetings

During the year five Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Further, a separate Meeting of the Independent Directors of the Company was also held on 6th February, 2016, whereat the prescribed items enumerated under Schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were discussed.

Audit Committee

The Audit Committee comprises Independent Directors namely of Mr. Harish Mishra, Mr. Haresh Mehta and Ms. Suneeta Thakur and Executive Director Mr. Neil Patel .The Chairman of the Committee is Mr. Harish Mishra. All the recommendations made by the Audit Committee were accepted by the Board.

Directors' Responsibility Statement

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

i) in the preparation of the annual accounts, the applicable Accounting Standards(except AS-24 regarding discontinuance of operations) had been followed along with proper explanation relating to material departures;

ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are responsible and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended on 31st March, 2016 and of the profit/loss of the Company for the period under review;

iii) the directors had taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the directors had prepared the accounts on a going concern basis.

v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Declaration By Independent Director(s) And Re-Appointment, If Any

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

Particulars of Employees and related disclosures

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Financial Statement are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

Related Party Transactions:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large

Vigil Mechanism / Whistle Blower Policy:

The Vigil Mechanism of the Company, which also in corporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: http://arrowgreentech.com/Whistle-Blower-Policy.pdf

Auditors And Auditors' Report

Statutory Auditors

M/s. J. A. Rajani & Co., the Statutory Auditors of the Company will hold office till the ensuing Annual General Meeting. As per provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, an audit firm can be appointed as Statutory Auditors of the Company only for two terms each term consisting of five consecutive years. Further, the audit firm which has been occupying the office of auditors of the Company for more than seven years prior to implementation of the Companies Act, 2013, are eligible to hold office for additional three years only.

M/s. J. A. Rajani & Co., the Statutory Auditors of the Company who has already served as auditors of the Company for more than seven years are eligible to hold office of auditors for three years as per provisions of Section 139 of the Companies Act, 2013. Accordingly, M/s. J. A. Rajani & Co, Statutory Auditors of the Company who hold office until the conclusion of the ensuing Annual General Meeting, is proposed to be re-appointed as Statutory Auditors of the Company for the financial year 2016-17. The said Auditor have given a written consent and also issued Certificate pursuant to Section 139 of the Companies Act, 2013.

Auditors' Report

In respect to observations made by the Auditors in their report, your Directors would like to state as under:

1) The Company has discontinued trading activities in Digital Printing Machine and Digital Signage Cutting Machine and the Management of the Company and as on 31st Mar 2016, there is no item outstanding related to this business.

2) Regarding payment of undisputed statutory due, we state that the company is in process of payment of the same with appropriate authorites

3) Regarding Managerial remuneration paid during the period October 2012 - September 2013 was subject to approval from the Central Government. During the year company has received the order from the central government under the application made U/s 198 & 309 of The Companies Act,1956, with the direction to company to recover excess remuneration of Rs.12,90('000), which has to be complied with as company is in process of seeking professional / legal advice.

Secretarial Auditor:

The Board has appointed M/s Rajendra & Co., Practising Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as ANNEXURE II to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Internal Auditor:

The Company has appointed M/s. Dhaker & Kadge, Chartered Accountants, Mumbai, as its Internal Auditor. The internal Auditor monitors and evaluates the effectiveness and adequacy of internal control system in the Company, its compliances with operating systems, accounting procedure and policies at all locations of the Company and reports the same on quarterly basis to the Audit Committee.

Extract of Annual Return:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “ANNEXURE III”.

Corporate Governance

Management Discussion and Analysis Report and Report on Corporate Governance along with a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, are attached and form part of this Annual Report.

Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo:

(a) Conservation of Energy and Technology Absorption

(i) The Company has paid special attention to the conservation of energy as a matter of principal and policy. This has been reflected in the selection of equipment at the project stage. The cost of power has kept to the minimum by optimum operation. Regular preventive maintenance has helped to operate unit efficiently.

(ii) Additional investment and proposals, if any, are being implemented for reduction of Conservation of Energy.

(iii) Impact of the measures at (i) and (ii) above for reduction of energy consumption and consequent impact on the cost of production of goods is not ascertainable.

(b) Foreign Exchange earning and outgo

Foreign Exchange earnings	–	Rs. 1719.64 Lacs (previous year Rs. 1560.57Lacs)
Foreign Exchange outgo	–	Rs. 78.42 Lacs (previous year Rs. 47.84Lacs)

Nomination and Remuneration Policy of Directors, Key Managerial Personnel and Other Employees

In adherence of section 178(1) of the Companies Act, 2013, the Board of Directors of the Company in its Meeting held on 11th November, 2014, approved a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided u/s 178(3), based on the recommendations of the Nomination and Remuneration Committee. The broad parameters covered under the Policy are – Company Philosophy, Guiding Principles, Nomination of Directors, Remuneration of Directors, Nomination and Remuneration of the Key Managerial Personnel (other than Managing/ Whole-time Directors), Key-Executives and Senior Management and the Remuneration of Other Employees.

Subsidiary Companies and Consolidated Financial Statements:

The Ministry of Corporate Affairs (MCA) vide General Circular No. 2/2011 No.51/12/2007-CL-III dated 8th February 2011read with General Circular No.3/2011 No. 5/12/2007-CL-III dated 21stFebruary 2011 has granted a general exemption from attaching the Balance Sheet of Subsidiary Companies with holding Company's Balance Sheet, if the holding Company presents in its Annual Report the Consolidated Financial Statements duly audited by its Statutory Auditors. The Company is publishing Consolidated Financial Statements in the Annual Report and accordingly, the Company is not attaching the Balance Sheets of the subsidiary Companies.

Further as required under the said circular, a statement of financial information of the Subsidiary Companies viz., Arrow Green Technologies (UK) Ltd. and Arrow Secure Technology Pvt. Ltd. and step down subsidiary companies viz,. Advance IP Technologies Ltd. and Arrow Realty Ltd. (subsidiary of Arrow Green Technologies (UK) Ltd.) is attached in Form No. AOC-1 in ANNEXURE IV to this report.

The annual accounts of the above referred subsidiaries and step down subsidiary company shall be made available to the share holders of the company on request and will also be kept open for inspection at the Registered Office of the Company during the office hours on all working days and during the Annual General Meeting and also on the Company's website i.e. www.arrowgreentech.com.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.
2. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
3. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Acknowledgements:

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Financial Institution, Banks, Government Authorities, Vendors and Shareholders and all organizations connected with its business during the year under review. Your Directors also wish to place a record their deep sense of appreciation for the committed services of Executives, Staff and Workers of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 14th May 2016

Shilpan P. Patel
Chairman & Managing Director
DIN: 00341068

ANNEXURE I

Disclosure of composition of the Corporate Social Responsibility Committee and contents of the CSR Policy in the form of an annual report on CSR as per annexure attached to the Companies(Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

   The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which companies operates. The Company aims to create educated, healthy, sustainable and culturally vibrant communities. We also contribute as a company to various charitable causes and we seek to participate in ways that touch people's lives in these communities.

   In this regard, the Company has made policy which encompasses the Company's philosophy for delineating its responsibility asa Corporate Citizen for undertaking socially useful programmes for welfare & sustainable development of the community at large. Fact that policy is placed on website of the Company.

   The CSR Committee's Vision is "changing lives in pursuit of collective development and environmental sustainability". This vision should encompass all CSR activities of the Company.

   The CSR Policy of the Company is also available on http://www.arrowgreentech.com

2. The CSR Committee of the company is comprises of the following Members:

   (i) Mr. Harish Mishra (Chairman)
   (ii) Mr. Haresh Mehta
   (iii) Mr. Shilpan Patel

3. The Average net profit of the Company for last three financial years: Rs. 575.71 lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

   Prescribed CSR expenditure for FY 2015-16: Rs. 11.51 Lacs

5. Details of CSR spent during the financial year :

   (a) Total amount spent for the financial year 2015-16: Rs. 11.51 Lacs
   (b) Amount unspent, if any - Nil
   (c) Manner in which the amount spent during the financial year is detailed below :

S. No	CSR Projector activity identified	Sector in which the project is covered	Projects or programs (1) local area (2) specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Amt in Rs.)	Amount spent on the projects or programs sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (Amt in Rs.)	Cumulative expenditure up to the reporting period (Amt in Rs.)	Amount spent: Direct (Amt in Rs.)
1	Universal Charitable Trust	Social Economic Developement	-	10,00,000	10,00,000	10,00,000	10,00,000
2	SUMEDHA	Social Economic Developement	-	1,51,425	1,51,425	1,51,425	1,51,425

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report – Not Applicable

7. CSR Committee, in it's Responsibility Statement has mentioned that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Shilpan Patel
Managing Director & CEO
DIN: 00341068

Harish Mishra
Chairman of the Corporate Social
Responsibility Committee
DIN: 05301127

Place: Mumbai
Date: 14th May, 2016

ANNEXURE II

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Arrow Greentech Limited.,
Unit No. 372, Bldg No. 3, 7th floor,
Solitaire Corporate Park,
Guru HargovindjiMarg, Chalaka,
Andheri (E),
Mumbai 400 093

I/We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Arrow Greentech Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **(Not applicable to the Company during the Audit period)**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit period**)

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during the Audit period)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.**(Not applicable to the company during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.(**(Not applicable to the company during the Audit Period)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998**(Not applicable to the company during the Audit Period)**

(i) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Other laws applicable specifically to the Company Viz :

1. Bombay Shops and Establishments Act.
2 The Factories Act, 1948 and rules and regulations there under;
3. Income Tax Act 1961 relating to Tax Deducted at source .
5 The Industrial Disputes Act, 1941 .
6 The Payment of Wages Act, 1936
7. The Minimum Wages Act, 1948
8. The payment of Bonus Act, 1965
9. Employees State Insurance Act, 1948

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited & The National Stock Exchange of India Ltd. read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. .

(vi) I have relied on the representation mad by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws, and Regulations to the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above .

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through while the dissenting members'/Director's views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company has passed following special Resolution which are having major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines.

(i) Alteration in objects Clause.
(ii) Adoption of the Memorandum of Association as per The Companies Act, 2013
(iii) Alteration in Memorandum of Association for change of name

For Rajendra and Co.,
Company Secretaries

(Rajendra Vaze)
Practicing Company Secretary

FCS No . 4247
C.P. No 1975

Place: Mumbai
Date: 14th May 2016

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE A'

To,
The Members,
Arrow Greentech Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, Rules and Regulations and happening of events, etc

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Rajendra and Co.,
Company Secretaries

(Rajendra Vaze)
Practicing Company Secretary

FCS No . 4247
C.P. No 1975

Place: Mumbai
Date: 14th May 2016

ANNEXURE III

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L21010MH1992PLC069281
2	Registration Date	30th October, 1992
3	Name of the Company	Arrow Greentech Limited (Formerly Known as Arrow Coated Products Limited)
4	Category/Sub-category of the Company	Public Company – Limited by Shares
5	Address of the Registered office & contact details	Solitaire Corporate Park, Bldg No 3, 7th Floor, Unit No 372 Guru Hargovindji Marg, Chakala, Andheri (East) Mumbai 400 093. Email – poonam@arrowgreentech.com
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. System Support Services 209, Shivai Industrial Estate,Near Park Davis, 89 – Andheri Kurla Road Sakinaka, Andheri (East), Mumbai – 400 072 Tel No. 022- 28500895 / Fax No. 022- 28501438

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacturing of Water Soluble Film	222	22%
2	Royalty Income - Patents	77	59%
3	Dividend	64	11%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	**Arrow Secure Technology Pvt. Ltd.** 5-D, Laxmi Industrial Estate, New Link Road, Andheri (West) Mumbai- 400053	U74999MH2006PTC165191	Subsidiary	99.9%	2(87)
2	**Arrow Green Technologies (UK) Ltd** 14 Burman Road, Liver Pool, England, L 196PN	Foreign Company	Subsidiary	99.9%	2(87)
3	**SP Arrow Biopolymer Products Pvt. Ltd** 5-D, Laxmi Industrial Estate, New Link Road, Andheri (West) Mumbai- 400053	U51498MH2006PTC166618	Associate	46%	2(6)
4	**Sphere Biopolymer Pvt. Ltd** 5-D, Laxmi Industrial Estate, New Link Road, Andheri (West) Mumbai- 400053	U25203MH2012PTC231084	Associate	49%	2(6)

IV. SHARE HOLDING PATTERN
(Equity share capital breakup as percentage of total equity)

(I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7133971	-	7,133,971	60.77%	7133971	-	7,133,971	60.77%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	1,196,014	-	1,196,014	10.19%	1,196,014	-	1,196,014	10.19%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	8,329,985	-	8,329,985	70.96%	8,329,985	-	8,329,985	70.96%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	8,329,985	-	8,329,985	70.96%	8,329,985	-	8,329,985	70.96%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds		19,600	19,600	0.17%	-	19,600	19,600	0.17%	0.00%
b) Banks / FI	40	-	40	0.00%	2,399	-	2,399	0.02%	5897.50%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	22040	-	22,040	0.19%	0.00%
Sub-total (B)(1):-	40	19,600	19,640	0.17%	24,439	19,600	44,039	0.38%	124.23%
2. Non-Institutions									
a) Bodies Corp.	417158	18200	435358	3.71%	397465	18200	415665	3.54%	-4.52%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1203495	224958	1,428,453	12.17%	1314797	176527	1,491,324	12.70%	4.40%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1117605	129700	1,247,305	10.62%	1099492	93700	1,193,192	10.16%	0.59%
c) Others (NRI (Repatriation))					73068		73,068	0.62%	
Non Resident Indians	91977	7230	99,207	0.84%	5375	7300	12,675	0.11%	0.25%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	0	0	-	0.00%	0	0	-	0.00%	0.00%
Foreign Bodies - D R	0	180000	180,000	1.53%	0	180000	180,000	1.53%	0.00%
Sub-total (B)(2):-	2,830,235	560,088	3,390,323	28.88%	2,890,197	475,727	3,365,924	28.67%	-0.72%
Total Public (B)	2,830,275	579,688	3,409,963	29.05%	2,914,636	495,327	3,409,963	29.05%	0.00%
C. Shares held by Custodian for GDRs & ADRs				0.00%				0.00%	0.00%
Grand Total (A+B+C)	11,160,260	579,688	11,739,948	100.00%	11,244,621	495,327	11,739,948	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ARROW CONVERTORS PVT LTD	1196014	10.19%	0	1196014	10.19%	0	0.00%
2	JIGISHA S PATEL	1715346	14.61%	0	1715346	14.61%	0	0.00%
3	JIGISHA SHILPAN PATEL	3157	0.03%	0	3157	0.03%	0	0.00%
4	NEIL S PATEL	519810	4.42%	0	519810	4.42%	0	0.00%
5	RISHIL S PATEL	520000	4.43%	0	520000	4.43%	0	0.00%
6	SHILPAN P PATEL	3476342	29.61%	0	3476342	29.61%	0	0.00%
7	SHILPAN PATEL HUF	899316	7.66%	0	899316	7.66%	0	0.00%

(iii) Change in Promoters' Shareholding

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**Nil**			Nil		Nil	
	At the beginning of the year						
	Sale(-)/Purchase(+) during the Year	As on benpos date	No. of Shares sale				
	At the end of the year			Nil		Nil	

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	AQUAVISTA LTD	180000	1.53%	180000	1.53%
2	ASUTOSH PRAMODCHANDRA MEHTA	56,974	0.49%	-	0.00%
3	PARAM CAPITAL RESEARCH PRIVATE LIMITED	110,168	0.94%	139,910	1.19%
4	MAVERICK SHARE BROKERS LIMITED	104,744	0.89%	-	0.00%
5	MUKUL AGARWAL	100,000	0.85%	130,000	1.11%
6	SAROJINI TANDON	94,936	0.81%	145,936	1.24%
7	SAMIR P PATEL	93,700	0.80%	93,700	0.80%
8	VIMAL SAGARMAL JAIN	92,700	0.79%	92,700	0.79%
9	SURESH GADALEY	80,033	0.68%	73,764	0.63%
10	SHEELA VIMAL JAIN	63,000	0.54%	-	0.00%
11	QUANT BROKING PRIVATE LIMITED	-	0.00%	86,011	0.73%
12	ASHISH SHARADKUMAR NEMANI	-	0.00%	75,756	0.65%
13	SLG INTERNATIONAL OPPORTUNITIES,L.P	-	0.00%	71,142	0.61%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Mr. Shilpan Patel Chairman & Managing Director						
	At the beginning of the year			3,476,342	29.61%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			3,476,342	29.61%		0.00%
2	Mr. Neil Patel, Whole Time Director						
	At the beginning of the year			519,810	4.43%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			519,810	4.43%		0.00%
3	Mr. Haresh Mehta, Independent Director						
	At the beginning of the year			53,466	0.46%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			53,466	0.46%		0.00%
4	Mr. Harish Mishra Independent Director						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			-	0.00%		0.00%
5	Mr. Dinesh Modi Independent Director						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			-	0.00%		0.00%
6	Ms. Suneeta Thakur Independent Director						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			-	0.00%		0.00%
7	Mr. Narayan Navin Jha , Chief Financial Officer						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			-	0.00%		0.00%
8	Ms. Poonam Bansal Company Secretary						
	At the beginning of the year			-	0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year			-	0.00%	27	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs)
	Name	Mr. Shilpan Patel	Mr. Neil Patel	
	Designation	Chairman & Managing Director	Whole Time Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000.00	24,00,000.00	84,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21,600.00	21,600.00	43,200.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify			-
	Total (A)	6,021,600.00	2,421,600.00	84,43,200.00
	Ceiling as per the Act	10% of Net profit for all Executive Directors - Managing and Whole-time Directors; 5% of Net profit to any one Managing or Whole-time Director		

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Mr. Haresh Mehta (ID)	Mr. Harish Mishra (ID)	Ms. Suneeta Thakur (ID)	Mr. Dinesh Modi (ID)	
1	Independent Directors					-
	Fee for attending board committee meetings	110,000.00	95,000.00	75,000.00	85,000.00	365,000.00
	Commission					-
	Others, please specify					-
	Total (1)					365,000.00
2	Other Non-Executive Directors					-
	Fee for attending board committee meetings					-
	Commission					-
	Others, please specify					-
	Total (2)					-
	Total (B)=(1+2)					365,000.00
	Total Managerial Remuneration					8,808,200.00
	Overall Ceiling as per the Act	1% of Net Profits of the Company for all Non-Executive Directors				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs.)
		CEO*	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	476,158.00	740,464.00	1,216,622.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	21,600.00	21,600.00	43,200.00 -
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	497,758.00	762,064.00	1,259,822.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

ANNEXURE IV

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹

Sl. No.	Particulars	Details	Details	Details	Details
1.	Name of the subsidiary	Arrow Green Technologies (UK) Ltd	*Advance IP Technologies Ltd	*Arrow Realty Ltd	Arrow Secure Technology Pvt.Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Co	Same as Holding Co	Same as Holding Co	Same as Holding Co
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP, 1 GBP= ₹ 94.969	GBP, 1 GBP= ₹ 94.969	GBP, 1 GBP= ₹ 94.969	₹
4.	Share capital	1602171	79710	10181	4312750
5.	Reserves & surplus	328486336	129656862	13596008	(4150671)
6.	Total assets	384286798	190036920	17001581	224519
7.	Total Liabilities	54198291	60300048	3395392	62440
8.	Investments	2392174	-	-	
9.	Turnover	366800283	188095058	18582757	11355
10.	Profit before taxation	211332343	164779337	17195115	(60614)
11.	Provision for taxation	14697438	33046447	2332658	
12.	Profit after taxation	196634905	131732890	14862457	(60614)
13.	Proposed Dividend				
14.	% of shareholding	99.99%	-	-	99.98%

Notes:

The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - No
2. Names of subsidiaries which have been liquidated or sold during the year - No

*Step down Subsidiary of Arrow Greentech Ltd.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of associates/Joint Ventures	SP Arrow Bio Polymer Products Pvt. Ltd.	Sphere Bio Polymer Pvt. Ltd.
1.	Latest audited Balance Sheet Date	31.03.2016	31.03.2016
2.	Shares of Associate/Joint Ventures held by the company on the year end	46%	49%
	No.	4600	4900
	Amount of Investment in Associates/Joint Venture (Rs.)	46000	49000
	Extend of Holding%	-	-
3.	Description of how there is significant influence	Having control of participating in financial Policy of the company	Having control of participating in financial Policy of the company
4.	Reason why the associate/joint venture is not consolidated	Accounting Standard 23	Accounting Standard 23
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	(2201052)	49000
6.	Profit/Loss for the year	(6666)	-
	i. Considered in Consolidation	-	-
	ii. Not Considered in Consolidation	(6666)	-

1. Names of associates or joint ventures which are yet to commence operations. - NO
2. Names of associates or joint ventures which have been liquidated or sold during the year. - NO

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development

A. Water Soluble Film (Watersol™):

Arrow Greentech Ltd., an ISO 9001:2008 certified company, is one of the leading manufacturers of cast water soluble film in the world, having world class manufacturing facilities in Ankleshwar, Gujarat & has one of the best in class, totally automated machine, functioning presently. Expansion plans to increase manufacturing capacity have already been finalized and going forward. This expansion will almost triple the capacity of the **Watersol™** production, in coming years. This Wonder Product has got varied applications in industries ranging from Agrochemicals, Construction, Chemical, Embroidery, Health& hygiene to Water transfer printing (3D printing). **Watersol™** provides an instant solution to the various problems faced in handling of hazardous material by industries today. Film Quality in production is divided into different classes for different applications in their field. This new production process will help us achieve a greater market share in the top two main markets of water soluble film namely the agrochemical sector and the health/hygiene sector which adds up to be around 72% of the water soluble film market.

According to certain research reports the PVA film market is approximately worth 550 million dollars for all water soluble film applications and is growing at approximately 5.2% CAGR.

Agrochemical sector:

World health organization recently in their article to all the agrochemical companies advised as below to ensure safe usage of pesticides using water soluble films:

. *"**Water soluble** packaging is for pesticides that are diluted with water before application. The soluble sacks are put directly into the spray tank where they dissolve and release their contents. There are two main advantages: ▪there is no operator exposure to the contents, as the packs do not require opening; and ▪there is no contaminated container to be recycled or disposed of.*

. ***Water soluble packs** should be considered an integral component of the formulation. Pesticide regulations should encourage innovation in package design that improves public safety and reduces the burden on the environment."*

Our Company has developed a wide range of water soluble films especially for the agrochemical industry which dissolves completely in water & meets WHO standards (solubility standards) as per CIPAC method without damaging the environment or causing any harm to humans and has no health hazards. Environmental agencies around the world has mandated that many Vector Control actives (like DDT, Lambda, Pyrethrins etc), weedicides, herbicides, insecticides etc must be packed in **water soluble films**. This increases the scope of **Watersol™** film market in India and neighboring countries. India has just scratched the surface of this end use. Internationally many agrochemicals are banned unless primarily packed in **Watersol™** film, thereby forcing Indian manufacturers supplying agrochemical in finished form to those companies to pack their product in **Watersol™** film. As Indian companies focus on exports of their agrochemicals, the demand for **Watersol™** film as compulsory packaging, mandated by environmental agencies such as United States environmental protection agency, will come to fore, and applications to CIB will increase and thereby increasing the demand for Indian **Watersol™** film.

Health hygiene sector:

The potential of **Watersol™** film in the **health and hygiene industry** cannot be overstated. In a field where hygiene, safe disposal and proper use are non-negotiable, **Watersol™** film can be used as disinfectant laundry bags and as capsule packs.

The **Watersol™** laundry bags is an optimum precautionary product that enables those who handle soiled linen to isolate, store, transport and clean washable dirty items. The bags can be used as integral liners in collection containers or as independent storage bags for soiled or contaminated items in medical care, such as used continence pads or bed linen, prior to laundering, thus minimizing the risk of cross contamination or direct exposure to waste materials or body fluids mainly in hospitals.

These laundry bags ensure complete protection to patients as well as hospital staff as they need not be opened again and be directly put in the wash, thus preventing exposure of contaminant to the environment.

In the hygiene division Arrow Greentech limited has developed a new cast Water Soluble film which is used for manufacturing water soluble detergent filled capsules. These capsules can be either be incorporated within the WSF laundry bags as precise portion packs (Solopacs™), or the same Solopacs™ can be used in any household applications such as washing machines, dishwashers, glass cleaners etc.

These capsules are soluble sachets that can provide capsule packaging for a wide range of applications. The Cast Water Soluble Capsules can store medical or household powder or liquid products safely thus ensuring convenient storage, high accountability, safe transportation, while also maintaining environmental standards, as these biodegradable products dissolve completely without leaving behind any residue and consequent environmental risk.

We at Arrow Greentech limited are aiming to be the biggest supplier of Watersol™ Film in the coming years with expanding our production needs to meet the worlds requirement.

B. Arrow Care Division:

After last year tie-up with Careli, Spain and successful result in test marketing Arrow was quick to tie up with Proquimia, Spain. Proquimia is the mother company of Careli with over 50 years of experience in cleaning and hygiene chemicals. Arrow's Klenz Pro is a dedicated brand that provides Eco labeled Cleaning and Hygiene Chemicals for the institutional market. We cater to Hotels, Pharmaceutical plants, Manufacturing industry, Auto Mobile Industry, Corporate offices, facility management companies etc. We provide a customized mix of Eco friendly chemicals that helps our client attain top quality results at affordable price points.

Klenz Pro has a total of 19 products already introduced in the market and plan to expand the range to about 70 products before the end of 2016-17. Upon show casing the Arrow's Klenz pro range of product at the Clean India exhibition held in the month of January, we gathered a huge response from the market due to the innovation employed in the product as compared to the conventional cleaning technology.

Our Marketing and launch Strategy along with quality built products made us win the “Best Innovative Chemical Product in India “Which is a great start. Not to forget, India is a very different Market compared to Europe and the facts like uneducated and unskilled staff along with costly logistic support makes Pre Dosed Capsules a game changer in the industry. Benefits likes Time management, Waste management, Space saving, low logistic cost and Supreme European Standard Quality makes us stand out when compared to our competition.

The past few months have been clearly designated to build a strong Distribution and Sales team which will help our long-term vision. We have now a very strong and rapidly growing network and cover regions like Maharashtra, Gujarat, Delhi, Rajasthan, Goa, Karnataka & Kerala. The sales team began to target potential clients from the Hospitality, Corporate & Industrial sectors, giving them demonstrations of our product & explaining the application & quality of the product. We managed to find success in providing these potential clients with solutions to their numerous problems with concern to cleaning & hygiene.

C. Security Products:

Arrow has been granted many patents in security field. This relates to patents used for brand protection and goes well up to high end security products like Passports, Bank Notes and security paper. Presently, Arrow is in the process of forming strategic alliances with some of the world's best in the field. Building strategic alliances and going to market, which is well protected by cluster of IP, is the strategy that Arrow has successfully executed in the past and intends to continue doing the same in the future. The security division of Arrow has been bifurcated into medium end products and higher end products catered to Government business division with their cutting-edge technology. There will also be cross selling between two divisions. E.g. WSF Division can add value to customer's brand, by convincing them to pay little extra and protect their brand. Another example is known as “protecting and control of grey marketing”. This is done by adding track and trace elements within the WSF and tracking FMCG products like Detergent capsules, Dishwasher tablets etc.

As IPR becomes important to Indian FMCG products and grey market diversion may become rampant, brand protection will gain importance and Arrow will be in the forefront to offer sharp solutions. Arrow has several patents in this security cluster and intends to create revenues in the coming years. Many of the European and Australian FMCG companies have been approached for propagating this technology. Track and trace solutions embedded in Printed WSF for detergent pods or Dishwasher Tablets are some of the products which Arrow will be looking at for commercializing via this patent. This year we hope to add more companies to ensure that their brands are protected while using our patented product as an exclusive supply chain vigilance system.

D. Patents and IPR SBU:

IPR is an important revenue stream for any Company. Arrow has spent reasonably heavy amounts of money in R&D and filing of patents in the last couple of years. This year, Arrow has been granted a patent in Australia, for **Method of Manufacturing Embedded Water Soluble film Carrier** which has been successfully prosecuted and a grant has been secured. Arrow till now has received 3 patent grants in Australia. In all we now have 31 granted patents nationally and internationally. Some of these patents have changed the way and many Detergents, Pharma and Agro chemical products are being packaged and delivered. For example the Self Destructive Irreversible Security Packaging Water Soluble Film launched earlier has captured the interest of the Agrochemical Industry. This patent is now being showcased to major laundry detergent pods manufacturers to protect their brands. Arrow UK has hired the services of human assets, in commercializing WSF with this enhanced feature and AIPT has taken one more firm on consultancy basis to find more opportunities in marketing our Health and Hygiene patent portfolio. We are in continuous discussions with Companies on various patent revenue models.

Your company has a clear chart and a clear mandate to focus on two revenue streams—viz, Tangible assets (manufactured goods, with touch and feel and which can make a difference to lives of millions of people) and Intangible assets (Patents which can be out licensed (Arrow owned Patents) or inlicensed (e.g. Misapor) and using our years of experience, commercialize these assets, to generate revenues). Intellectual property is one of the most important intangible assets that differentiate your Company from other smaller competition; with protected core technology in the form of patents one has nuggets of wealth at the centre of the business. The patents are value creators for the Companies as they can be licensed, sold, assigned or cross licensed, so having a strong patent portfolio enables a Company to be royalty earner than royalty payer.

Patents protect company's own product lines against infringers and sometimes create a windfall profit, when the law suits are successfully prosecuted. This then result in continuous royalty income, besides one time fees as granted by the Courts. Your company has proposed to DSIR (Department of Sciences and Research), department of TDB (Technical Development Board), for assisting us in creating pilot production for these families of patents. This patent incubation centre, will be mainly focusing in creating proof of concept and pilot production centre. Scale up of these pilot projects will then allow your company to compete in the International arena, as our management is convinced that IP is the only way to leap forward in this globally interconnected world. Products produced by these patented processes are protected against infringements/duplication for 15 to 20 years.

In future, Arrow proposes to enter crop protection using a different version of this patented process and patented product. As India starts it's vision into providing food grains for the world population, the need for low pesticides residue will be very important.

E. Arrow UK Activities:

Arrow UK operation (which includes three companies i.e. Arrow Green Technologies (UK) Limited, Advance IP Technologies Limited and Arrow Realty Limited) is continuously major contributor to our topline and bottomline. Revenue is primarily contributed by royalties from patents. UK laws allow all IP related income to be taxed at a lower rate bracket, so Arrow UK will gain monetary advantage in this process. Recently we have made investment in manufacturing facility in UK and we are expecting to expand our foot print in European water soluble film market.

F. Export Division SBU:

Arrow's quality of **Watersol™** film has opened various export markets, including Brazil, Latin America, Europe, and Asian markets. We expect better revenues from Export of Agrochemical and detergent based **Watersol™** film to add to top line and bottom line, going forward with our new expansion in the production line.

Exports of our products have increased but there is a potentially unlimited and untapped market worldwide. Arrow is one of the major players in cast water soluble films and each manufacturer of cast water soluble film have unique methods of production of these films and have earned patent protection. The solubility of the film is related to the product being packed, so custom based **Watersol™** film and ageing period is needed to fully certify the package. Arrow's experience in coatings chemistry, earned them a patent for a unique multilayered barrier coated **Watersol™** film. This invention helps in proposing the right product to the clients and entering their permanent supply chain. This year should give a positive impetus to our export sales. With new investments in automated technology, Arrow is now geared to produce International quality of films as well as increase the quantum to satisfy the ever increasing hunger for **Watersol™** film (water soluble films).

G. Water soluble edible film:

This technology is a relatively new development, but broadly based on water soluble film technology, which also allows small quantities of active ingredients to be delivered in a user-friendly format. Adapting existing products such as oral sprays, liquids or tablets, or exploiting entirely new opportunities, Edible film division will work closely with clients to create the most effective thin film product and process solutions. As you may be aware, that this patent has now been granted in several countries, including Australia, South Africa, Europe and India. This patent is still being prosecuted in the USA.

Taking advantage of the patented technology, our Company is in the process of securing partner(s) in the field of Pharmaceuticals and Nutraceuticals for entering into this highly lucrative and IPR sensitive field of saving human and animal lives. These are long term revenue generating fields that your Company is targeting using our Patents and knowledge acquired over the years. Both these ventures will mean additional Capital expenditures and your Company is planning this ahead of time. Arrow's water soluble edible film foray will be limited to the use of its patented drug (Active) delivery system, using edible Water Soluble Film.

2. Opportunities:

Going green is becoming increasingly attractive as a business strategy. Scientists and politicians today debate on the effects global warming and dwindling natural resources, green industry practices income of a lower carbon footprint, but increased cost savings, supportive government policies, and ever-increasing profitability as well. Trends in consumption, government policy, and costs all point towards even more green industry business opportunities in the years ahead.

Within the this sector there are a number of ways to take advantage of the green business movement, from green technology, to green packaging, to cleaning material and services that use eco-friendly products, and dozens of concepts in between.

Green industry methods are on the rise because they're increasingly demanded by consumers, sought after by shareholders, and required by governments. Sustainable business practices acknowledge the finite resources available and reduce costs through renewable and reusable inputs; they attract niche customers early and have enormous potential to grow into the mainstream.

Need for non-soluble Bio Compostable Plastics is gaining attention now. The threat of flooding has resulted in the realization that Bio-Compostable Films as preferred material to save the cities from flooding. The need for Bio-Compostable film and Bio-Degradable film to save the environment is now present universally and environmentally conscious people of planet earth are looking at various ways to improve the quality of life. We expect to cash in on this opportunity by promoting and leveraging our venture with Sphere, France.

Bio Compostable Products:

With increasing concerns over the use of plastics, sustainable alternatives to plastics are increasingly in demand. Plastics made from petrochemicals are not a product of nature and cannot be broken down by natural processes. Arrow Greentech's foray into biocompostable film will be a game changer in terms of the ways packaging is being done conventionally. It would eliminate the waste woes and package the product securely without causing any alteration w.r.t. the changes in external environment. We have in-licensed the technology for biodegradable bioplastics from Sphere, France that is compliant with the European standards. It is 100% bio-compostable, made from renewable plant resources (potato starch, polylactic acid etc) and has a diverse range of applications such as garbage bags, disposable dishes and carrier bags. Sphere's expertise in bioplastics and Arrow's water soluble film technology together would revamp the packaging with sustainable solutions.

Some of the proposed products such as Arrow Tea-Coffee portion packs, aluminum foil when laminated inside with bio compostable film will provide dual advantages of heat blockage inside the packaged material and sustainability. Similarly, it has applications in jute hessian bags.

Conventional Tetra Packs packaging is composed of the layers of PE, aluminum, PE and paperboard. Arrow Pack is conceived on Arrow's ingenious hot water soluble film technology that would deftly replaces all layers of PE providing heat preservation inside. Hot water soluble packaging is recyclable in hot water centrifuges and is food grade product. There is reduced risk of transfer of Bisphenol-A, a toxic chemical into food products and their subsequent consumption by humans.

With new restrictions of maximum ceiling on exports of garments on China being imposed by EU and USA, along with anti-dumping duties this business is bound to come to India and neighboring countries. With recent shutdowns in Bangladesh and cost revisions in China, the demand for garments will go up. India meanwhile has built huge capacities in composite garment manufacturing units and the demand for our **Embroidery film (Watersol™** film**)** will show an uptrend in the future. Distribution channels for exports have been further widened by appointment of agents in Sri Lanka, Bangladesh, Thailand, Malaysia, Indonesia, Cambodia, Vietnam and Myanmar. These are the emerging garment business hubs along with traditional markets like Africa, UAE and Turkey.

Arrow's embroidery specific Water Soluble Films save time, money and environment.

Introduction of Schiffli embroidery film will replace the chemical lace fabrics (which are environmentally harmful) and will result in more demand for our Watersol™ film.

3. Threats:

Threats include non-specified materials (like blown films) from China, compelling us to keep our prices low and resulting in inability to make higher margins. Illegal Imports of our patented products like Soap Film, edible film etc., from China and other countries, and the inaction or delayed action by various government, judicial and non-judicial departments in our country, to stop these imports.

4. Internal control system and their adequacy:

Our Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from misuse or disposition and that transaction are authorized, recorded and reported correctly.

Audit Committee continuously reviews the adequacy and efficacy of the internal controls. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets.

5. Material developments in human resources/industrial relations front, including number of people employed:

It is envisioned that human resources will play a very important part in the growth of the Company as all the products, patents and product application are Niche in themselves. Therefore the quest for building a dedicated team is on which will foster the growth of the Company at an exponential rate. The human resources required are not readily available for the basket of niche products of the Company and hence they need to be moulded overtime so that not only the individuals grow but it is profitable to the business. The Company is now in the process of positioning Business Managers who will grow individual product lines while growing themselves.

6. Cautionary statement:

This analytical report contains forward-looking statements. Arrow may also make forward-looking statements in our periodic reports to the Stock Exchanges as per prevalent rules and in its annual report to shareholders, in its proxy statements, in its offering circulars and prospectuses, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Arrow assumes no obligation to update the forward-looking statements in this release and elsewhere. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively.

The Company's philosophy on Corporate Governance is aimed at strengthening the confidence of the shareholders in the Company and building a long term relationship of trust with them by maintaining transparency and periodical disclosures. The Company believes in maintaining high standards of quality and ethical conduct in its operations.

2. BOARD OF DIRECTORS

a) Composition

The Board of directors of the Company has an optimum combination of executive and non-executive directors with one woman director and not less than fifty percent of the board of directors comprising non-executive directors.

The Chairman of the Board is an executive director with half of the Board comprising of independent directors.

As on 31st March, 2016, the Board comprised of total 6 directors, which includes 2 Executive Director and 4 Independent Directors.

The members of the Board are drawn from various fields having considerable expertise in their respective areas. Together they bring diverse experience, varied perspectives, complementary skills and vast expertise.

All the Independent Directors have declared that they meet the criteria of 'Independence' mentioned under Section 149 of the Companies Act, 2013 & SEBI Listing Regulations.

b) Board Procedure

The agenda is prepared in consultation with the Chairman of the Board of Directors and the Chairmen of other Committees. The agenda for the meetings of the Board and its committees, together with the appropriate supporting documents are circulated well in advance of the meeting.

Matters discussed at Board meetings generally relate to Company's business operations, quarterly results of the Company, review of the reports of the Audit Committee and compliance with their recommendation, suggestion, non compliance of any regulatory, statutory or listing requirements etc.

c) Attendance at Meetings

During the year ended 31st March 2016, the Board met 5 (five) times on 29th May 2015, 14th August 2015, 16th October 2015, 7th November 2015, and 6th February 2016. As stipulated, the gap between two board meetings did not exceed 120 days.

The details of composition and category of Directors, their attendance at each Board meeting held during the financial year 2015-16 and at the last Annual General Meeting, their directorships in other companies and membership / chairmanship in committees are as follows:

Name	Category	No. of Board meetings		Attendance at last AGM held on 29th September, 2015	No. of directorship held in other public companies	Committee Position in other companies	
		Held	Attended			Member	Chairman
Mr. Shilpan Patel	Managing Director	5	5	Present	-	-	-
Mr. Haresh Mehta	Independent	5	5	Present	-	-	-
Mr. Harish Mishra	Independent	5	5	Present	-	-	-
Mr. Neil Patel	Executive Director	5	2	Present	-	-	-
Ms. Suneeta Thakur	Independent	5	4	Present	-	-	-
Mr. Dinesh Modi	Independent	5	5	Present	5	4	1

1. The directorship held by directors as mentioned above do not include Alternate Directorships and Directorships in Foreign Companies and Private Companies.
2. Membership/Chairmanship of only the Audit Committee and Stakeholder's Relationship Committee of all the public limited companies have been considered.

None of the directors hold directorships in more than 15 public limited companies, membership in more than 10 committees and chairmanship in more than 5 committees.

d) Independent Directors

The Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Rules made thereunder and meet with requirement of SEBI Listing Regulation entered into with Stock Exchanges. A formal letter of appointment to Independent Directors as provided under the Companies Act, 2013 and the Listing Agreement has been issued.

e) Familiarization Programme for Independent Directors

All Independent Directors are familiarized with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance covering all business verticals, by way of presenting specific performance of each Plant (based on predefined factory rating parameters), Product Category and Corporate Function from time to time. The entire Board including Independent Directors has access to Product Heads/ Factory Heads and other commercial/ technical staff, wherever required for informed decision making. Detailed agenda are sent well in advance to all the Directors in order for the Board to perform its function and fulfill its role effectively.

f) Separate Meetings of the Independent Directors

During the reporting financial year, a separate Meeting of the Independent Directors of the Company was held on 6th February, 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, whereat the following items as enumerated under Schedule IV to the Companies Act, 2013 and SEBI Listing Regulation were set out as the Agenda:

- Review of performance of Non-Independent Directors and the Board as a whole
- Review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors
- Assessment of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

g) Code Of Conduct:

The Board of Directors has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All Board members and Senior Management Personnel have affirmed their compliance with the Code of Conduct. A declaration by the Managing Director of the Company affirming the compliance of the same in respect of the financial year ended on 31st March, 2016 by the members of the Board and Senior Management Personnel, as applicable to them, is also annexed separately in this Annual Report.

h) Company's Policy on Prohibition of Insider Trading

The Company has also formulated a Policy for Prohibition of Insider Trading to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The policy envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The full text of the policy is available on the website of Company at Investor Section.

3. BOARD COMMITTEES

A. AUDIT COMMITTEE

I. TERMS OF REFERENCE

The terms of reference of the Audit Committee are as defined under the relevant provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI(LODR) Regulation 2015.

The Committee has extensive powers and has access to all requisite information of the Company.

The role of the Audit Committee includes:

Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
- Changes, if any, in accounting policies and practices and reasons for the same
- Major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report

Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

Review and monitor the auditor's independence and performance, and effectiveness of audit process;

Approval or any subsequent modification of transactions of the company with related parties;

Scrutiny of inter-corporate loans and investments;

Valuation of undertakings or assets of the company, wherever it is necessary;

Evaluation of internal financial controls and risk management systems;

Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

Discussion with internal auditors of any significant findings and follow up there on;

Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

Reviewing the functioning of the Whistle Blower mechanism;

Consider such other matter the board may specify;

Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in Listing Agreement and the Companies Act, as and when amended.

II. COMPOSITION, MEMBERS, CHAIRPERSON

The Audit Committee comprises three (3) Independent Directors and one (1) Executive Director. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Internal Auditors of the Company attend the meetings of the Audit Committee on invitation of the Chairman of the Committee. The Composition of Audit Committee as on 31st March, 2016, is given below:

The Audit Committee comprises of following members:

1. Mr. Harish Mishra (Chairman) Non Executive Independent Director
2. Ms. Suneeta Thakur (member) Non Executive Independent Director

3. *Mr.Haresh Mehta (member) Non Executive Independent Director

4. Mr. Neil Patel (member) Executive Director

*The Audit Committee has been re-constituted at the Board meeting held on 29th May 2015, wherein Mr. Haresh Mehta was appointed as a member in the Audit committee.

III. MEETINGS AND ATTENDANCE DURING THE YEAR

During the year under review, four (4) meetings of the Audit Committee were held on 29th May 2015, 14th August 2015, 7th November 2015, and 6th February 2016.

The number of meetings attended by each member during the year ended 31st March, 2016 is as under:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Harish Mishra	4	4
Ms. Suneeta Thakur	4	3
Mr. Neil Patel	4	1
Mr. Haresh Mehta (Appointed w. e. f. 29th May 2015)	4	3

B. STAKEHOLDER RELATIONSHIP / GRIEVANCE REDRESSAL COMMITTEE

I. Role of Stakeholders Relationship / Grievance Redressal Committee

The terms of reference and the ambit of powers of Stakeholders Relationship / Grievance Redressal Committee are as per Regulation 20 of SEBI (LODR) Regulation 2015 and the section 178 of the Companies Act, 2013 (or any amendment thereof) and allied rules as may be notified from time to time. The status of member correspondences, queries, grievances etc. are endeavored to be addressed instantaneously by the secretarial department and status thereof is also placed before the Stakeholders Relationship/ Grievance Redressal Committee which meets at quarterly intervals.

II. Composition, Members, Chairperson

The Stakeholders Relationship / Grievance Redressal Committee comprises 3 (three) members of which, 2(Two) are Non-Executive Directors. The Company Secretary of the Company acts as Secretary to the Stakeholders Relationship / Grievance Redressal Committee. The Composition of Stakeholders Relationship / Grievance Redressal Committee as on 31st March, 2016, is given below:

Name of the Members	Category	Designation
Mr. Haresh Mehta	Independent	Chairman
Mr. Dinesh Modi (Appointed w. e. f. 29th May 2015)	Independent	Member
Mr. Neil Patel	Executive	Member
Ms. Suneeta Thakur (Ceased to be member w. e. f 29th May 2015)	Independent	Member

**The Stakeholders Relationship / Grievance Redressal Committee has been re-constituted at the Board meeting held on 29thMay 2015, wherein Ms. Suneeta Thakur resigned as a Member of the said Committee and Mr. Dinesh Modi was appointed as a member in the Stakeholders Relationship / Grievance Redressal committee.*

III. Meetings and Attendance during the year

During the year under review, four (4) meetings of the Stakeholders Relationship / Grievance Redressal Committee were held on 29th May 2015, 14th August 2015, 7th November 2015, and 6th February 2016.

The number of meetings attended by each member during the year ended 31st March, 2016 is as under:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Haresh Mehta	4	4
Mr. Dinesh Modi (Appointed w. e. f. 29th May 2015)	4	3
Mr. Neil Patel	4	1
Ms. Suneeta Thakur (Ceased to be member w. e.f. 29th May 2015)	4	1

C. NOMINATION AND REMUNERATION COMMITTEE

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee determines on behalf of Board and on behalf of the shareholders, the Company's policy governing remuneration payable to the Managing Director & Whole-time Directors as well as the nomination and appointment of Directors. With the notification of Companies Act, 2013 w .e. f. 1st April, 2014, the role of the Nomination and Remuneration Committee also covers such functions and scope as prescribed under section 178 of the Companies Act, 2013 read with allied Rules framed there under.

The composition of the Committee is as under:

Name of the Members	Designation	Category
Mr. Harish Mishra	Chairman	Independent
Mr. Haresh Mehta	Member	Independent
Mr. Dinesh Modi	Member	Independent

During the year under review, one (1) meeting of the Nomination and Remuneration Committee were held on 6th February 2016.

The number of meetings attended by each member during the year ended 31st March, 2016 is as under:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Harish Mishra	1	1
Mr. Haresh Mehta	1	1
Mr. Dinesh Modi	1	1

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

I. Role of Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has been formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the company from time to time.

The Corporate Social Responsibility Policy of the Company is available on the website of the Company www.arrowgreentech.com.

Annual Report on CSR activities is prepared and is attached as ANNEXURE I to the Directors Report.

II. Composition, Members, Chairperson

The Corporate Social Responsibility Committee comprises 3 (three) members of which 2 (Two) are Non-Executive Directors, the Chairman being Independent. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee. The Composition of Corporate Social Responsibility Committee as on 31st March, 2016, is given below:

Name of the Members	Designation	Category
Mr. Harish Mishra	Chairman	Independent
Mr. Haresh Mehta	Member	Independent
Mr. Shilpan Patel	Member	Executive

III. Meetings and Attendance during the Year

During the financial year 2015-16, the Corporate Social Responsibility Committee met once on 6th February, 2016. Attendance record of Corporate Social Responsibility Committee members for meetings held during FY 2015-16 is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Harish Mishra	1	1
Mr. Haresh Mehta	1	1
Mr. Shilpan Patel	1	1

REMUNERATION OF DIRECTORS

The remuneration to the Managing Director and Whole-time Director is paid on the scale determined by the Nomination and Remuneration Committee within the limits approved by the Shareholders at the General Meeting. The Non-Executive Independent and Non Independent Directors are entitled to sitting fees for attending meetings of the Board, its Committees and the Annual General Meeting.

The details of remuneration paid to the directors during the year ended 31st March, 2016 and their shareholding is as follows:

(Amount in Rs.)

Name of the Directors	Salary & Perquisites	Performance Incentive/ Bonus	Commission	Sitting Fees	Total	No. of Shares held	Stock option granted
Mr. Shilpan Patel	60,21,600	-	-	-	60,21,600	3476342	-
Mr. Haresh Mehta	-	-	-	1,10,000	1,10,000	53466	-
Ms. Suneeta Thakur	-	-	-	75,000	75,000	-	
Mr. Harish Mishra	-	-	-	95,000	95,000	-	-
Mr. Neil Patel	24,21,600	-	-	-	24,21,600	519810	-
Mr. Dinesh Modi	-	-	-	85,000	85,000	-	

No remuneration is paid to non-executive directors, except sitting fees.

4. GENERAL BODY MEETINGS

Details of location, date and time where last three Annual General Meetings were held are as follows:

Financial Year	Date	Time	Venue
2014-2015	29th September, 2015	10.30 a.m.	The Classique Club, Behind Infinity Mall, New Link Road, Oshiwara Andheri (West), Mumbai – 400 053
2013-2014	29th September, 2014	10.30 a.m.	
2012-2013	28th September, 2013	10.30 a.m.	

Special Resolutions passed in last 3 Extra Ordinary / Annual General Meetings:

Date of A.G.M. / E.O.G.M.	Particulars of Special Resolution
29th September, 2014	1. For Remuneration payable to Managing Director, Mr. Shilpan Patel
	2. For Remuneration payable to Whole Time Director Mr. Neil Patel
	3. For Alteration of Articles of the Company
28th September, 2013	1. For Remuneration payable to Managing Director, Mr. Shilpan Patel
	2. For Remuneration payable to Whole Time Director Mr. Neil Patel

Special Resolutions passed through Postal Ballot

During the year 3 (Three) Special Resolution was passed through Postal Ballot procedures, on 9th February 2016, details of which are given below.

(1) **Special Resolutions passed by way of postal ballot on 9th February 2016**

The Board of Directors at their meeting held on 7th November, 2015 had appointed Mr. Rajendra Vaze, Practicing Company Secretary to act as the Scrutinizer for conducting the Postal Ballot. The Company had also offered e-voting facility to its

members enabling them to cast their votes electronically. The Company has signed an agreement with the Central Depository Services Limited (CDSL) to enable its members to cast their votes electronically pursuant to clause 35B of the Listing Agreement. The postal ballot process was carried out as per the procedure laid down in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. Mr. Rajendra Vaze, had carried out the scrutiny of all the postal ballot forms received upto the close of working on 6th February, 2016 and submitted his Report thereon on 8th February 2016 addressed to the Chairman of the Company. Based on the Scrutinizer's Report, the result was declared on 9th February 2016, was as follows –

Items no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes		Total Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of invalid votes	Nos.
Item No. 1 of the Notice (As a **Special Resolution** for Alteration of the Main Object clause of the Memorandum of Association of the Company as per Section 13 of The Companies Act 2013.	8357393	100%	10	0.00%	2	-	8357403
Item No. 2 of the Notice (As a **Special Resolution** for Adoption of Memorandum of Association of the Company containing regulation in conformity with the Companies Act, 2013. as per Section 4 and 13 of The Companies Act 2013.	8357393	100%	10	0.00%	2	-	8357403
Item No. 3 of the Notice (As a **Special Resolution** for the Change of name of the Company as per Section 4, 13, 14 and 15 of The Companies Act 2013.	8357393	100%	10	0.00%	2	-	8357403

As per Scrutinizer Report the Resolutions have been passed by the Requisite Majority.

5. DISCLOSURES

a) Related party transactions:

During the year under review, besides the transactions reported in Notes to Accounts, forming part of the Annual Report. There were no other related party transactions with its promoters, directors and management that had a potential conflict of interest of the Company at large.

b) Compliance by the Company

There is no non-compliance by the Company or any penalties, strictures imposed by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets, during the last three years/period. However, listing fees for the Delhi Stock Exchange Association Limited is outstanding. The Company has already filed the application for de-listing with the Delhi Stock Exchange.

c) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards except AS-24 regarding discontinuance of operations, issued by the Institute of Chartered Accountants of India to the extent possible.

d) Disclosures of Risk Management

The Board discussed the risk assessment procedure and the same has been laid before the Board from time to time.

e) CEO / CFO Certification

A certification in the terms of Regulation 17(8) of SEBI (LODR) Regulation 2015 from Mr. Shilpan P. Patel, Chairman & Managing Director of the Company, in respect of financial year ended 31st March, 2016 was placed before the Board.

f) Review of Directors Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended 31st March, 2016 have been prepared as per applicable accounting standards (except AS-24 regarding discontinuance of operations) and policies and that sufficient care has been taken for maintaining adequate accounting records.

g) Whistle Blower Policy

The Company has adopted Whistle Blower Policy to empower any person associated with the organization to file a grievance if he/ she notice any irregularity. However, the Company has not denied access to any personnel to approach the Audit Committee.

h) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

Company has complied with all the mandatory requirements of the Regulation of the SEBI (LODR) Regulations, 2015. The details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant sections of this report.

6. MEANS OF COMMUNICATION

a) At present half yearly report on accounts is not being sent to each household of shareholders.

b) The quarterly, half-yearly and full year results are published in Financial Express and Apla Mahanagar, The Economic Times & Maharashtra Times

c) The Company has made presentation to institutional investors and Analysts.

d) The Company has its own website www.arrowgreentech.com.

e) The Management Discussion and Analysis is given separately in this Annual Report.

7. GENERAL INFORMATION FOR SHAREHOLDERS

a) Annual General Meeting

Time	:	10.30 A.M.
Date	:	27th September, 2016
Venue	:	The Conference Hall, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093

b) Financial Calendar: (2016-2017)

Result for the quarter ending 30th June, 2016	-	by 14th August, 2016
Result for the quarter ending 30th September, 2016	-	by 14th November, 2016
Result for the quarter ending 31st December, 2016	-	by 14th February, 2017
Audited Result for the year ending 31st March, 2017	-	by 30th May, 2017

c)	**Date of Book Closure**	:	23rd September, 2016 to 27th September, 2016 (both days inclusive)
d)	**Dividend Payment Date**	:	within 5 days from the date of AGM
e)	**Listing on Stock Exchanges**	:	The Bombay Stock Exchanges Ltd.(BSE) *The National Stock Exchange of India Ltd. (NSE) *(Company's securities listed on 21st May 2015) **The Delhi Stock Exchange Association Ltd. (**applied for delisting) The Company has paid the necessary listing fees of the BSE Limited and National Stock Exchange of India Ltd. for the year 2015-2016.

f) **Stock Code** : BSE: 516064
NSE: ARROWGREEN

g) **ISIN for NSDL & CDSL** : INE570D01018

h) **Market Price Data & comparison with BSE Sensex:**

The monthly high and low quotations of shares traded on the BSE Limited and BSE Sensex during each month in last financial year are as follows:

Month	Company's Shares price at BSE Ltd* (Rs.)		Company's Shares price at NSE Ltd* (Rs.)		BSE Sensex		Nifty	
	High	Low	High	Low	High	Low	High	Low
April, 2015	468.00	340.00	-	-	29,094.61	26,897.54	8844.80	8144.75
May, 2015	477.60	300.60	470.00	400.00	28,071.16	26,423.99	8489.55	7997.15
June, 2015	494.00	348.80	495.00	350.10	27,968.75	26,307.07	8467.15	7940.30
July, 2015	542.00	450.00	543.30	435.00	28,578.33	27,416.39	8654.75	8315.40
August, 2015	558.00	394.00	557.55	395.00	28,417.59	25,298.42	8598.95	7667.25
September, 2015	527.50	373.90	529.80	394.75	26,471.82	24,833.54	8021.60	7539.50
October, 2015	699.00	467.00	699.90	465.70	27,618.14	26,168.71	8336.30	7930.65
November, 2015	795.00	597.50	799.00	593.00	26,824.30	25,451.42	8116.10	7714.15
December, 2015	861.00	635.00	864.60	632.55	26,256.42	24,867.73	7979.30	7551.05
January, 2016	834.50	575.00	835.00	575.00	26,197.27	23,839.76	7972.55	7241.50
February, 2016	718.00	381.75	730.10	380.05	25,002.32	22,494.61	7600.45	6825.80
March, 2016	569.50	421.00	577.00	419.00	25,479.62	23,133.18	7749.40	7035.10

* Source: www.bseindia.com and www.nseindia.com

i) **Share Transfer System:**

Presently, the share transfers received by the RTA of the Company are processed and returned within a period of 15 days from the date of its receipt, subject to documents being valid and complete in all respect. The Board has delegated the authority for approving the transfers to the registrar & transfer agent subject to approval by Stakeholder Relationship Committee. Shareholders' Grievances and other miscellaneous correspondence on change of address, mandates, etc. received from Members are generally processed by R&TA of the Company within 15 days. The Company obtains from a Company Secretary in practice half yearly certificate of compliance with the share transfer formalities as required under clause 47 (c) of the Listing Agreement and files a copy of the certificate with BSE.

7. **Shareholding pattern as at 31st March, 2016:**

Sr. No	Category of Holders	No. of Shares held	% of Shares held
1.	Promoter and Promoter group	8329985	70.95
2.	Mutual Funds/UTI	19600	0.17
3.	Banks/Financial Institutions/ Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)	2399	0.02
4.	Venture Capital Funds	-	-
5.	FIIs	-	-
6.	Bodies Corporate	22040	0.19
7.	Individuals		
	< Rs. 1 Lac	1263560	10.76
	> Rs. 1 Lac	1420956	12.10
8.	Clearing Member	-	-
9.	NRI/OCBs	265743	2.27
10.	Trust	-	-
11.	Foreign Corporate Bodies	-	-
	TOTAL	**11739948**	**100.00**

8. The Distribution of Shareholding as at 31st March 2016:

Slab of Shares Holding	Share Holders	%	Amount (Rs.)	%
1 - 500	3155	84.133	3861060	3.289
501 - 1000	256	6.827	2087180	1.778
1001 - 2000	121	3.227	1881100	1.602
2001 - 3000	71	1.893	1808880	1.541
3001 - 4000	32	0.853	1103810	0.940
4001 - 5000	21	0.560	974780	0.830
5001 - 10,000	44	1.173	3232700	2.754
10,001 - Above	50	1.333	102449970	87.266
Total	**3750**	**100**	**117399480**	**100**

9. Dematerialization of shares and liquidity:

As on 31st March, 2016 about 95.79% of the Company's Equity Shares have been dematerialized. The Equity Shares of the Company are actively traded on the BSE Limited, Mumbai and w.e.f 21st May 2015 the equity shares of the Company is also traded on NSE India Ltd.

10. Registrar and Share Transfer Agents:

System Support Services
209, Shivai Industrial Estate,
89 Andheri Kurla Road,
Sakinaka, Andheri (East)
Mumbai – 400 072 Tel No. : 022 - 2850 0835
Fax No. : 022 – 2850 1438
E-mail: sysss72@yahoo.com

11. Plant location:

Plot No. 5310, GIDC, Ankleshwar – 393 002 (Gujarat)

12. Address for Investor Correspondence:

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any address, non-receipt of dividend or any other query relating to shares, please write to:

System Support Services
Unit : "Arrow Greentech Ltd."
209, Shivai Industrial Estate,
89 Andheri Kurla Road,
Sakinaka, Andheri (East)
Mumbai – 400 072 Tel No.: 022 - 2850 0835
Fax No. : 022 – 2850 1438
E-mail: sysss72@yahoo.com

For General Correspondence:

Ms. Poonam Bansal
Company Secretary & Compliance Officer

Arrow Greentech Ltd. (Formerly Known as Arrow Coated Products Ltd.)
Solitaire Corporate Park
Bldg. No 3, 7th Floor, Unit No 372
Guru Hargovindji Marg
Chakala, Andheri (East)
Mumbai 400 093.
Tel No. : 022 - 4074 9000
Fax No. : 022 - 4074 9099
Email: poonam@arrowgreentech.com

For and on behalf of the Board of Directors

Place: Mumbai
Date: 14th May 2016

Shilpan P. Patel
Chairman & Managing Director

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

To
The Member of
Arrow Greentech Ltd.

Pursuant to Regulation 26(3) readwith Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the code of conduct from all the Board members and senior management personnel of the Company.

Sd/-
Shilpan P. Patel
Chairman & Managing Director

Place: Mumbai
Date: 14th May 2016

CERTIFICATE OF COMPLIANCE FROM THE AUDITORS OF THE COMPANY

To
The Members of
Arrow Greentech Ltd.
(Formerly known as Arrow Coated Products Limited)

We have examined the compliance of conditions of Corporate Governance by ARROW GREENTECH LIMITED (Formerly known as Arrow Coated Products Limited) (the Company) for the year ended 31 March, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1 April, 2015 to 30 November, 2015 and as per Regulation 17 to 27, Clause (b) to (i) of sub regulation (2) of Regulation 46 and paragraph C, D, & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1 December, 2015 to 31 March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For **M/s. J. A. Rajani & Co.**
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. : 116740
(FRN: 108331W)

Place : Mumbai
Date : 14th May 2016

Independent Auditor's Report

To
The Members of Arrow Greentech Limited
(formerly known as Arrow Coated Products limited)

Report on the Financial Statements

We have audited the accompanying financial statements of Arrow Greentech Limited. ("the Company"), which comprise the Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss and Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Basis of Qualified Opinion

The Company has not complied with Accounting Standard 24 Discontinuing operations as more fully explained in note 35 to the financial statements.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in Basis of Qualified Opinion paragraph and other, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016 and its profits and its cash flows for the year ended on that date.

Other matters

Attention is invited in respect of managerial remuneration, referred in note no 37.

Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the "Annexure A" a statement on the matters specified in Para 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

   (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) on the basis of the written representations received from the directors as on 31st March ,2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March,2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

   (f) with respect to the adequacy of the internal controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"

   (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements-refer note 25 ,to the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 14th May, 2016.

"Annexure A" to the Independent Auditors' Report of even date on the Financial Statements of Arrow Greentech Limited

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended 31st March, 2016 :

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of immovable properties are held in the name of the company except for Factory Land whose gross block & net block is Rs 2,000('000), Office building whose gross block is Rs 134 ('000) and net block is Rs 46 ('000) and Factory Building whose gross block is Rs 2,275('000) and net block is Rs 2,167('000) as on balance sheet date respectively.

2) Inventories have been physically verified by the management at reasonable intervals during the year. The discrepancies notices on such verification were immaterial and have been properly dealt with in the books of accounts of the Company.

3) The Company has not granted unsecured loan to a company covered in the Register maintained under section 189 of the Act. Accordingly clause 3 (iii) (b) & (c.) of the Order is not applicable to the Company.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013,and rules framed thereunder In respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act 2013 for any of the products of the Company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax, Value added tax, Service tax, Custom Duty, Excise Duty and any other statutory dues with the appropriate authorities except for delays in some cases in depositing Service Tax, and Tax deducted at source. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2016 for a period of more than six months from the date on when they become payable except:-

Nature of the Dues	Amount (₹ in '000)
Locals Sales Tax	213
Income Tax	161
Provident Fund	23
Service Tax	77

(b) According to the information and explanation given to us, there are no dues of income tax, Value added tax, service tax, custom duty, excise duty and any other statutory dues outstanding on account of any dispute except:-

Nature of the Dues	Amount (₹ in '000)	Period	Authority Before which in Appeal
Local Sales Tax	2,839	F.Y 2003-04	Assistant Commissioner of Sales Tax.(Appeal) Mumbai
Central Sales Tax	442	F.Y 2003-04	Assistant Commissioner of Sales Tax.(Appeal) Mumbai
Local Sales Tax	3,678	F.Y 2004-05	Assistant Commissioner of Sales Tax.(Appeal) Mumbai
Central Sales Tax	3,521	F.Y 2004-05	Assistant Commissioner of Sales Tax.(Appeal) Mumbai
Central Sales Tax	3,933	F.Y 2008-09	Assistant Commissioner of Sales Tax.(Appeal) Mumbai

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks & financial institution.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act,2013.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 14th May, 2016.

"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of Arrow Greentech Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Arrow Greentech Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to information and explanation given to us and based on our audit, a *material weakness has been identified as at 31st March, 2016 in the Company relating to inadequate internal financial control over financial reporting in respect of compliance with accounting standard in relation to discontinuing operation.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, to the best of our information and according to the explanation given to us, except for possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March,2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company for the year ended 31st March,2016, and the material weakness affects our opinion on the said financial statements of the Company.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 14th May, 2016.

BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in '000)

	Particulars	Notes	As at 31.03.2016	As at 31.03.2015
I.	**EQUITY AND LIABILITIES**			
1	**Shareholders' Fund**			
	(a) Share Capital	3	**117,399**	117,399
	(b) Reserves & Surplus	4	**157,388**	102,483
			274,788	219,882
2	**Non Current Liabilities**			
	(a) Deferred tax liabilities (Net)	5	**2,431**	3,035
	(b) Other Long term liabilities	6	**6,033**	1,518
	(c) Long-term provisions	7	**686**	580
			9,151	5,133
3	**Current Liabilities**			
	(a) Trade payables (Refer Note No. 28)		**20,650**	16,628
	(b) Other current liabilities	8	**3,746**	4,193
	(c) Short-term provisions	9	**74,307**	64,643
			98,703	85,464
	TOTAL		**382,641**	310,479
II.	**ASSETS**			
1	**Non Current Assets**			
	(a) Fixed Assets	10		
	(i) Tangible assets		**44,186**	46,836
	(ii) Intangible assets		**6,993**	7,740
	(iii) Capital work-in-progress		**633**	-
	(iv) Intangible assets under development		**12,611**	11,068
	(b) Non-current investments	11	**158,452**	154,493
	(c) Long-term loans and advances	12	**15,999**	35,285
	(d) Other non-current assets	13	**1,050**	1,225
			239,923	256,647
2	**Current assets**			
	(a) Inventories	14	**9,361**	7,024
	(b) Trade receivables	15	**5,744**	4,993
	(c) Cash and cash equivalents	16	**55,167**	23,664
	(d) Short-term loans and advances	17	**72,079**	17,841
	(e) Other current assets	18	**367**	311
			142,719	53,832
	TOTAL		**382,641**	310,479
	Notes to Accounts & Significant Accounting Policies	1 to 45		

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in '000)

Particulars	Notes	Year Ended 31.03.2016	Year Ended 31.03.2015
INCOME			
Revenue from Operation	19	**233,288**	202,418
Less: Excise Duty		**6,655**	3,534
Other Income	20	**53,410**	11,669
Total		**280,043**	210,553
EXPENDITURE			
Material Cost & Inventory Adjustments	21	**23,187**	35,474
Employee Benefit Expenses	22	**26,463**	21,889
Manufacturing Expenses	23	**17,143**	14,636
Depreciation	10	**9,751**	8,428
Other Expenses	24	**44,424**	35,870
Total		**120,967**	116,296
Profit/(Loss) Before Exceptional items and Tax		**159,075**	94,257
Prior period expenses		**282**	284
Profit/(Loss) Before Tax		**158,793**	93,973
Current tax		**49,000**	26,500
Deferred Tax		**(603)**	1,968
Profit/(Loss) After Tax		**110,397**	65,505
Earning Per Share (Basic) ₹		**9.40**	5.58
Earning Per Share (Diluted) ₹		**9.40**	5.58
Notes to Accounts & Significant Accounting Policies	1 to 45		

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in '000)

	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
A	**Cash Flow from Operating Activities**		
	Net Profit/(Loss) before Tax & Prior Period Items	**158,793**	93,973
	Adjustment for		
	Bad Debts & Advance written off	**4,507**	598
	Miscelaneous Income & Excess Provision written back	**(4,205)**	(2,742)
	Depreciation	**9,751**	8,428
	Deferred Right issue expenses write off	**175**	175
	Other Income	**(10,275)**	(361)
	Interest Income	**(1,620)**	(2,340)
	Dividend Income	**(35,336)**	(5,956)
	(Profit)/Loss on sale of Investments	**(957)**	(271)
	Operating Profit before Working Capital Changes	**120,832**	91,505
	Adjustment for:		
	(Increase)/Decrease in Trade Receivables	**(781)**	(1,184)
	(Increase)/Decrease in Inventories	**(2,337)**	24,191
	(Increase)/Decrease in Other Current and non Current Assets	**(56)**	(80)
	(Increase)/Decrease in Long Term and Short Term Loans and Advances	**34,942**	13,726
	(Increase)/Decrease in Trade Payables, Other Current and Non Current Liabilities and Provisions	**(11,718)**	(15,996)
	Cash Gererated from operations	**140,882**	112,162
	Taxes Paid (Including TDS) (net)	**(64,095)**	(13,733)
	Net Cash used in Operation	**76,786**	98,429
B	**Cash Flow from Investing Activities**		
	Purchase of Tangible and Intangible Assets (Incl Capital Work In Progress)	**(8,529)**	(35,309)
	Investment	**(3,958)**	(80,219)
	Interest, Dividend & Other Income	**37,914**	8,927
	Net Cash from Investing Activities	**25,426**	(106,600)
C	**Cash Flow from Financing Activities**		
	Proceeds from Long term Borrowing	**-**	(902)
	Proceeds from Short term Borrowing	**-**	(349)
	Dividend Paid including tax on dividend (Final & Interim)	**(70,709)**	(20,039)
	Net Cash from Financing Activities	**(70,709)**	(21,291)
	Net Increase in Cash & Cash Equivalents	**31,503**	(29,462)
	Opening Balance of Cash & Cash Equivalents	**23,664**	53,125
	Closing Balance of Cash & Cash Equivalent *	**55,167**	23,664

* This includes ₹1,254 thousands balance in earmarked account and ₹ 787 thousands held in deposit for more than 12 months (P.Y includes ₹ 171 thousands balance in earmarked account and ₹ 701 thousands held in deposit for more than 12 months)

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

Notes to the financial statements for the year ended March 31, 2016

1 Corporate Overview/Information

The Company is engaged in business of bio-degradable products and having Patents Income for such products / technology.

2 Significant accounting policies

a) Basis of Preparation of Financial Statements:

The financial statement have been prepared on the basis of going concern, under historical cost convention, to comply in all material aspect with applicable accounting principles in India, the Accounting standards under Section 133 of Companies Act ,2013,read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The preparation of financial statements in conformity with accounting standards requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of financial statement, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

All assets and liablities have been classified as current or non - current as per the operating cycle criteria set out in the schedule III of the Companies Act, 2013.

b) Fixed Assets, Depreciation And Impairment Loss:

Tangible Assets

Tangible Fixed Assets are stated at cost net of accumulated depreciation. Cost includes expenses related to acquisition and financing cost on borrowing during construction period. Assets acquired on Hire purchase are capitalised to the extent of Principal Value.

Depreciation on Fixed Assets has been provided on written down value basis and manner provided in Schedule II to The Companies Act 2013. Leasehold land is shown at cost and no write offs are made in respect thereof.

Intangible Assets

Costs relating to Patents are written off over the remaining useful life from the day of Grant.

In case, the recoverable amount of fixed assets is lower than its carrying amount, a provision is made for the impairment loss.

c) Investments:

Long-term investments other than trade are stated at cost of acquisition less provision for diminution in value other than temporary, if any.

Holding of investment in subsidiaries and Associated Companies are of strategic importance to the company and therefore the company does not consider it necessary to provide decrease in the book value of such investment, till such relationship continues with the investee company.

d) Prior Period Adjustments:

All items of Income/Expenditure pertaining to prior period (except those not exceeding Rupees One Thousand in each case which is accounted through respective revenue accounts) are accounted through Prior Period account.

e) Inventories:

Raw Materials are valued at cost. Finished Goods are valued at lower of cost or net realizable value.

f) Revenue Recognition:

Sales exclude Sales Tax, Excise Duty and other charges such as freight, insurance and other Incidental charges. Dividend from investments in the shares and mutual funds is accounted for on the basis of the date of declaration of dividend falling within the accounting year. Interest Income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

g) Retirement Benefits:

The company makes monthly contribution as per the applicable statute for Provident Fund and charges off the same to the Profit

Notes to the financial statements for the year ended March 31, 2016

and Loss account.

Provision for leave entitlement is accrued and provided for at the end of the financial year.

The Company has created an Employees' Group Gratuity Fund, which has taken a Group Gratuity cum Life Insurance Policy from the Life Insurance Corporation of India. Gratuity is provided on the basis of premium paid on the above policy as intimated by Life Insurance Corporation of India. The adequacy of the fund along with the provision is as per the actuarial valuation.

h) Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised till the month in which the asset is ready to use as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which this are incurred.

i) Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. At the year-end monetary items denominated in foreign currencies are converted into rupee equivalent at the year-end exchange rates. All exchange differences arising on settlement and conversion on foreign currency transaction are dealt with in profit and loss account; Investments in shares of foreign subsidiary companies are expressed in Indian currency at the rates of exchange prevailing at the time when the original investments were made.

j) Accounting For Taxes On Income:

The provision for current income tax has been made in accordance with the Income Tax Law prevailing for the relevant assessment year after considering various admissible reliefs.

Deferred tax for the year is recognised, on timing differences being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax asset and liabilities are measured using the tax rates and tax rules that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax asset are recognized and carried forward only if there is reasonable / virtual certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation.

k) Expenditure During Construction And On New Projects:

In case of new Industrial units and substantial expansion of existing units, all pre- operating expenditure specifically for the project, incurred up to the date of installation, is capitalised and added pro rata to the cost of fixed assets.

l) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

m) Deferred Revenue Expenditure:

Preliminary Expenses and Shares Issue Expenses are amortised over a period of 10 years.

n) Research and Development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

(o) Lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

Notes to the financial statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 3 Share Capital		
Authorised Capital : 1,50,00,000(P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each	**150,000**	150,000
Issued,Subscribed and Paid Capital 1,17,39,948 (P. Y. 1,17,39,948 Equity Shares) of ₹ 10/- each fully paid up	**117,399**	117,399
	117,399	117,399

Notes:

a) The Company has only one class of equity shares with a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	₹ In '000	No. of Shares held	₹ In '000
At the beginning of the year	**11,739,948**	**117,399**	11,739,948	117,399
Outstanding at the end of the year	**11,739,948**	**117,399**	11,739,948	117,399

c) Shareholder Holding more than 5%

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Arrow Convertors Pvt Ltd	**1,196,014**	**10.19%**	1,196,014	10.19%
Jigisha S. Patel	**1,718,503**	**14.64%**	1,718,503	14.64%
Shilpan P. Patel	**3,476,342**	**29.61%**	3,476,342	29.61%
Shilpan Patel (HUF)	**899,316**	**7.66%**	899,316	7.66%

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 4 **Reserves and Surplus**		
General Reserve	**200**	200
Capital Reserve	**8,218**	8,218
Share Premium	**29,199**	29,199
Profit & Loss account	**64,866**	34,682
Add: Net Profit for current year	**110,397**	65,505
Add: Tax adjustment of Earlier years	**1,895**	-
Less : Depreciation Adjusted (Refer Note 10)	-	370
Less: Proposed Dividend and Tax	**57,453**	34,951
	119,705	64,866
Rent Equalization Reserve	**66**	-
	157,388	102,483

Notes to the financial statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 5		
Deferred Tax Liabilities		
Related to Fixed Assets	**2,431**	3,035
	2,431	3,035
Note 6		
Other Long term liabilities		
Liability for Fixed Assets	**6,033**	1,518
	6,033	1,518
Note 7		
Long Term Provision		
Leave encashment (Refer to note no. 29)	**525**	420
Income Tax Provision	**161**	161
	686	580
Note 8		
Other Current Liabilities		
Unclaimed Dividends (Refer to Note no. 30)	**1,252**	614
Advance from Customer	**309**	2,873
Provision for expenses	**792**	-
Statutory liabilities	**1,393**	706
	3,746	4,193
Note 9		
Short term Provision		
Salary and reimbursement Payable	**3,922**	2,714
Provident and ESIC Payable	**190**	141
Income tax Provision	**49,000**	26,836
Proposed Dividend	**17,610**	29,350
Tax on Proposed Dividend	**3,585**	5,602
	74,307	64,643

Notes to the financial statements for the year ended March 31, 2016

Note 10
FIXED ASSETS (Refer Note. 34)

(₹ in '000)

	Particulars	Gross Block				Depreciation/Amortisation				Net Block	
		As At 01.04.2015	Addtions	Sale/ Transfer	As At 31.03.2016	As At 01.04.2015	For the period	Deduction/ Adjustment	As At 31.03.2016	As At 31.03.2016	As At 31.03.2015
a	**Tangible Assets**										
	Factory Land	194	2,000	-	2,194	-	-	-	-	2,194	194
	Factory Building	4,366	2,701	-	7,067	2,933	275	-	3,207	3,859	1433
	Plant & Machinery	62,325	133	-	62,458	25,148	6,659	-	31,807	30,650	37,178
	Furniture & Fixtures	4,535	32	-	4,567	3,628	222	-	3,850	717	907
	Electrical Installation	1,225	-	-	1,225	1,192	1	-	1,193	32	33
	Lab Equipment	954	-	-	954	710	63	-	773	181	244
	Motor Car	,9535	641	-	10,176	5,702	1,015	-	6,718	3,458	3,832
	Office Equipment	7,810	92	-	7,902	6,959	367	-	7,327	575	850
	Computer	1,723	756	-	2,479	1,343	314	-	1,657	822	380
	Office Building	134	-	-	134	86	2	-	89	45	48
	Guest House	1,832	-	-	1,832	96	85	-	181	1,651	1,736
	Total	**94,633**	**6,354**	**-**	**100,987**	**47,798**	**9,003**	**-**	**56,802**	**44,186**	**46,836**
	Previous year	61,712	32,921	-	94,633	39,568	7,681	550	47,798	46,836	22,145
b	**Intangible Assets**										
	Patent Rights	10,303	-	-	10,303	2,563	747		3,310	6,993	7,740
	Total	**10,303**	**-**	**-**	**10,303**	**2,563**	**747**	**-**	**3,310**	**6,693**	**7,740**
	Previous year	10,082	221		10,303	1,816	747		2,563	7,740	8,266
c	**Intangible Assets under Development**										
	Patent Rights	11,068	1,700	158	12,611	-	-	-	-	12,611	11,068
	Total	**11,068**	**1,700**	**158**	**12,611**	**-**	**-**	**-**	**-**	**12,611**	**11,068**
	Previous year	8,901	2,167	-	11,068	-	-	-	-	11,068	8,901

Note. 1) Pursuant to enactment of Companies Act,2013, the Company had applied the WDV depreciation rates as specified in Schedule II. As a results the charge for previous year for depreciation was higher/(lower) by 2304('000) .Based on the transitional provisions the written down value of assets whose life has expired as at 1st April,2014 has been adjusted net of tax 370('000),{Gross 550('000) reflected in Deduction/Adjustment} against Retained earnings.

Notes to the financial statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 11		
Non Current Investments		
Investment in Mutual Funds (Quoted) (Non Trade)		
DHFL Pramerica Arbitrage Fund - Quarterly Dividend-1935696.17 units (P.Y 1935696.17 units)	**20,000**	20,000
DHFL Pramerica Arbitrage Fund - Monthly Dividend - 961307.378 units (P.Y NIL)	**10,000**	-
DHFL Pramerica Short Maturity Fund-Growth- 321976.852 units (P.Y 321976.852 Units)	**7,500**	7,500
Franklin India FLEXI CAP Fund-Dividend - 488866.487 units (P.Y Nil)	**8,466**	-
Franklin India Short Term Income Plan-Retail Plan - Nil (P.Y 2844.218 units)	**-**	7,500
HDFC Corp Debt Opportunities Fund-Regular Growth-2687329.243units (P.Y 2687329.243 units)	**30,000**	30,000
HDFC Short Term Plan - Monthly Dividend-1308358.61units (P.Y 1985000.918 units)	**13,580**	20,604
HDFC TOP 200 Fund-Dividend-110166.131unit (P.Y NIL)	**5,000**	-
ICICI Prudential Equity Arbitrage Fund-Regular Plan -544868.069 units (P.Y 544868.069 units)	**7,500**	7,500
ICICI Prudential Short Term Plan - Retail Plan - Dividend -1279252.234units (P.Y 1279252.234 units)	**15,000**	15,000
ICICI Prud. Equity Income Fund Regular Plan - 2918287.938 units (P.Y 2918287.938 units)	**30,000**	30,000
IDFC Arbitrage Fund-Regular Plan-Dividend Payout - Nil (P.Y 1599015 units)	**-**	4,984
IDFC SSIF - Short Term - Plan A - Monthly Dividend Payout - 739331.447 units (P.Y 739331.447 units)	**7,500**	7,500
Investment in Equity Instruments-Non trade		
Unquoted Equity Share (Fully Paid)		
Shamrao Vithal Co op Bank	**9**	9
300 Equity Shares of ₹ 25/- each		
100 Equity Shares of ₹ 10/- each		
Investment in Equity Instruments-Trade		
Unquoted Equity Share (Fully Paid) in Subsidiaries		
Arrow Coated Products (UK) Ltd 20099 Equity shares of £1.00 each (P.Y 20099 shares) (100% holding)	**1,602**	1,602
Arrow Secure Technology (P) Ltd 431175 Equity shares of ₹ 10 each (P.Y. 431175 shares) (100% holding)	**2,200**	2,200
Unquoted Equity Share (Fully Paid) in Associates		
SPArrow BioPolymer Products (P) Ltd 4600 Shares of ₹ 10 Each (P.Y 4600 Shares) (46% holding)	**46**	46
Sphere Bio-Polymers (P) Ltd 4900 Shares of ₹ 10 Each (P.Y 4900 Shares) (49% holding)	**49**	49
	158,452	154,493
Aggregate amount of non-current investments		
Aggregate amount of quoted investments	**154,547**	150,588
Aggregate market value of quoted investments	**158,618**	152,144
Aggregate amount of unquoted investments	**3,905**	3,905
Note 12		
Long Term Loans and advances		
Capital Advances (Unsecured, considered good)	**13,705**	30,346
Security Deposit (Unsecured, considered good)	**2,294**	951
Advance to Suppliers (Unsecured, considered good)	**-**	3,988
	15,999	35,285

Notes to the financial statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 13		
Other Non Current Assets		
Miscellaneous Expenditure-Right Issue	**1,050**	1,225
	1,050	1,225
Note 14		
Inventories		
Finished Goods	**6,602**	5,030
Raw Material	**2,760**	1,994
	9,361	7,024
Note 15		
Trade Receivable		
(Unsecured, Considered Good)		
(i) Outstanding for more than one year	**53**	24
(ii) Others less than one year	**5,690**	4,969
	5,744	4,993
Note 16		
Cash & Cash Equivalents		
Earmarked Balance		
Unpaid Dividend Account	**1,254**	171
Current Account	**9,519**	862
Fixed Deposit with Bank *	**42,347**	21,406
(₹ 787 ('000) (P.Y. 701('000)) for Bank Guarantee)		
Cash on Hand	**2,047**	1,225
	55,167	23,664
* Fixed Deposit with Bank includes ₹ 787 ('000) P.Y. 701 ('000) with maturity for more than 12 months		
Note 17		
Short Term Loans and Advances		
(Unsecured considered good)		
Advances to Suppliers	**1,450**	582
Loans and Advances to Employees	**1,139**	928
Advance payment of Income Tax	**53,306**	14,016
Export Benefits Receivables	**10,145**	
Prepaid Expenses	**767**	269
Balance with Government Authorities	**5,272**	2,046
	72,079	17,841
Note 18		
Other Current Assets		
Interest Accrued on Fixed Deposit	**259**	164
Accrued Income	**108**	147
	367	311

Notes to the financial statements for the year ended March 31, 2016

(₹ in '000)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 19		
Revenue from Operation		
Sales of Products	**61,647**	51,323
Royalty Income - Patent	**164,986**	151,095
	226,633	202,418
Note 20		
Other Income		
Miscellaneous Income	**4,213**	2,986
Foreign Exchange Gain	**1,008**	-
Export Incentive	**10,275**	117
Dividend Income	**5,073**	5,956
Dividend From Subsidiary	**30,264**	
Profit on sale of Investments	**957**	271
Interest Income		
On Fixed Deposit	**1,588**	2,319
On Loans and Deposits	**32**	21
(TDS deducted ₹ 1.79 lacs (P.Y ₹ 2.33 Lacs))		
	53,410	11,669
Note 21		
Material Cost & Inventory Adjustments		
Cost of Raw Materials consumed		
Opening stock	**1,994**	2,697
Add: Purchases	**19,681**	11,282
Less:Closing Stock	**2,760**	1,994
	18,916	11,985
Purchase of Traded Goods	**5,843**	-
	24,759	11,985
Inventory Adjustment:		
Stock at close - Finished Goods	**2,376**	5,030
Stock at commencement- Finished Goods	**5,030**	3,622
	2,654	(1,408)
Stock at close - Stock in Trade	**4,226**	-
Stock at commencement- Stock in Trade	**-**	24,896
	(4,226)	24,896
Material Consumed	**23,187**	35,474
Note 22		
Employee Benefit Expenses		
Staff Salaries & Bonus	**16,254**	12,186
Provident Fund, ESIC & Gratuity	**1,057**	803
Staff welfare expenses	**752**	501
Managerial Remuneration	**8,400**	8,400
	26,463	21,889

Notes to the financial statements for the year ended March 31, 2016

(₹ in '000)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 23		
Manufacturing Expenses		
Factory Expenses	**1,813**	1,620
Labour Charges	**3,140**	2,774
Electricity, Fuel & Water Charges	**10,268**	9,191
Repair & Maintenance	**1,120**	492
Freight Inward	**803**	559
	17,143	14,636
Note 24		
Other Expenses		
Legal & Professional Charges (Refer to Note no. 39)	**10,456**	3,574
Patent Charges	**1,213**	1,745
Donation (Refer to Note no. 38)	**6,151**	10,000
Repairs to Others	**2,877**	524
Insurance Charges	**204**	162
Commission on Sales	**100**	-
Rent, Rate and Taxes	**3,008**	2,193
Bad Debts	**31**	598
Foreign Exchange (Gain)/Loss	**-**	1,230
Miscellaneous Expenses	**20,384**	15,844
	44,424	35,870

25 Contingent liabilities and Commitments: (₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
(i) Contingent Liabilities		
(a) Sales tax matters not acknowledged as debt	**14,982**	14,982
(b) Bank Guarantees given	**787**	701
Total	**15,769**	15,683

26 Balances of Sundry Debtors, Sundry Creditors, Deposits, Loans and Advances are subjected to reconciliation and confirmation, necessary adjustment if required, will be made after reconciliation. The management does not expect any material difference affecting the current year's financial statements.

27 In the opinion of the Board and to the best of their knowledge and belief all the Current Assets, Loans and Advances have value on realisation at least of an amount at which they are stated in Balance Sheet.

28 The Company does not possess information as to which of its Suppliers are covered under micro, small and medium Enterprise Development Act, 2006. However, the company is regular in making payment to its Suppliers and has not received any claim in respect of interest for delayed payment.

29 Liability in respect of leave encashment are not accounted on basis of actuarial valuation which is not in conformity with Accounting Standard (AS)15 (Revised 2005) on Employee Benefits as issued by the Institute of Chartered Accountant of India.

30 For the purpose of distribution of dividend, separate bank account for each year is opened. The balance in this bank account represents the unclaimed /unpaid dividend warrants of the respective years. Unpaid dividends are subject to reconciliation.

31 As the company's business activity, in the opinion of the management, falls within single primary segment of packaging material and its technology , which are subject to the same risks and returns, the disclosure requirement of Accounting Standard (AS)-17

Notes to the financial statements for the year ended March 31, 2016

"Segment Reporting" issued by the Institute Of Chartered Accountants of India are, in the opinion of the management, not applicable

32 Related Party Disclosure as required by Accounting Standard 18 of the Institute of Chartered Accountants of India. Related parties as defined under clause 3 of the Accounting standard have been identified on the basis of representation made by management.

i) List of Related Parties with whom transactions entered

Name of Related Party	Relationship
Arrow Green Technologies (UK) Limited Arrow Secure Technology Pvt. Ltd	Subsidiary Company
Advance IP Technology Ltd.	Step Down Subsidiary Company
SP Arrow Bio-Polymer Products Pvt. Ltd Sphere Bio-Polymers (P) Ltd	Associate Company
Mr. Shilpan P. Patel (CMD) Mr. Neil Patel Mr. Harish Mishra Mr. Haresh Mehta Mr. Dinesh Modi Mrs. Suneeta Thakur	Key Management Personnel
Grace Paper Industries Private Limited. Avery Bio –Degradable Products Private Limited	Enterprises over which Key Management Personnel are able to exercise signficant influence

ii) Transaction with Related Parties & Outstanding Balance as on 31st March, 2016 **(₹ in '000)**

Transaction During the Year	Entities where control Exist	Key Management Personnel	Entities where Significant Influence
Purchase	**-** -	**-** -	**913** (843)
Royalty Income - Patent	**164,986** (151,094)	**-** (-)	**-** (-)
Remuneration	**-** (-)	**8,400** (8,400)	**-** (-)
Sales	831 -	- -	- (-)
Rent	**-** (-)	**1,475** (1,888)	**-** (-)
Sitting Fees	**-** (-)	**365** (273)	**-** (-)
Fixed Assets Purchased	**-** (-)	**-** (-)	**4,275** (25,908)
Advance/Loan Received	**-** (-)	**-** (-)	**-** (919)
Balance- Payable	**-** (2,544)	**554** (1,545)	**4,275** (284)

(Previous year figures are shown in bracket)

Notes to the financial statements for the year ended March 31, 2016

33 As required by Accounting Standard 20 on Earning per Share issued by the Institute of Chartered Accountants of India (ICAI), basic earning per share has been calculated by dividing net profit after tax by the weighted average number of equity shares outstanding during the year as per detail given below:

(₹ In '000)

Particulars	2015-16	2014-15
Profit as per profit & loss Account (After tax & extraordinary items)	**110,397**	65,505
Weighted average number of shares used in computing earning per equity share		
For Basic EPS	**11,739,948**	11,739,948
For Diluted EPS	**11,739,948**	11,739,948
Basic earning per share (₹)	**9.40**	5.58
Diluted earning per share (₹)	**9.40**	5.58
(on nominal value of ₹10/- per share)		

34 Some Assets of which the company is the beneficial owner are pending for transfer in the name of the company.

35 The Company had decided in the year 2008-09 to discontinue the Trading activities in Digital Printing machines and digital signage cutting machines and as on 31st March 2016, there are no assets and liablities related to this business.

36 As stipulated in Accounting Standard 28, the company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts.

37 Managerial remuneration paid during the period October 2012 - September 2013 was subject to approval from the Central Government. During the year company has received the order from the central government under the application made U/s 198 & 309 of The Companies Act,1956, with the direction to company to recover excess remuneration of Rs.12,90('000), which has to be complied with as company is in process of seeking professional / legal advice.

38 Expenditure towards Corporate Social Responsibility as per Section 135 of the Companies Act,2013 (read with schedule VII) thereof

a) Gross amount required to be spent by the company during the year - Rs. 1151.43 thosand (previous year - Nil)

b) Amount spent and paid during the year by way of donation to the charitable trust - Rs.1151.43 thousand (previous year - Nil)

39 **Auditors Remuneration:**

(₹ In '000)

Particulars	2015-16	2014-15
Audit Fees	**435**	281
Tax Audit Fees	**147**	124
Taxation matters	**133**	112
Certification and Other matters	**267**	168
Total	**983**	685

40 The company based on its accounting policies followed, does not consider it necessary to provide for diminution in value of investment in subsidiary company.

41 The utilisation of funds received by way of Shares issued on Rights basis:

(₹ In '000)

Particulars	2015-16	2014-15
Balance of Funds raised on Warrant Issues	**-**	10,865
Inter Corporate Deposit	**-**	-
Plant & Machinery - Purchase / Advance paid	**-**	10,865
Balance in Fixed Deposit / Escrow Account	**-**	-

Notes to the financial statements for the year ended March 31, 2016

42 Earning and expenditure in foreign currency:(on accrual basis)

(₹ In '000)

Particulars	2015-16	2014-15
Earning in Foreign Currency		
Export Sales	**6,978**	4,962
Royalty Income - Patent	**164,986**	151,095
Expenditure in Foreign Currency		
Purchase of trading Goods	**3,443**	-
Travelling Expenditure	**3,632**	3,263
Patent	**767**	1,521

43 The Value of Consumption of directly imported and indigenous obtained raw materials :

(₹ In '000)

	2015-16	%	2014-15	%
Imported	**-**	**-**	-	-
Indigenous	**18,916**	**100%**	11,986	100%
Total	**18,916**	**100%**	11,986	100%

44 Remittance in Foreign Currency on account of dividends :

(₹ In '000)

Particulars	2015-16	2014-15
Year to which the dividend relates	**2014-15 & 2015-16 (interim)**	2013-14
Number of non-resident Shareholders	**1**	1
Nos. of shares on which remittance were made	**180000**	180000
Amount remitted	**990**	270

45 Previous Year figures have been regrouped, rearranged wherever necessary to confirm current year classification.

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

CONSOLIDATED FINANCIALS

2015-16

Independent Auditors Report on Consolidated Financial Statements

To
The Members of Arrow Greentech Limited (formerly known as Arrow Coated Products limited)

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Arrow Greentech Limited (herein after referred to as the Holding Company),its subsidiary and share of associates (collectively referred to, "the Group", which comprise the Consolidated Balance Sheet as at 31st March, 2016 and Consolidated Statement of Profit and Loss and Consolidated Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred to as " the consolidated financial statements")

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirement of the Companies Act , 2013 ("the Act") that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the preparation of the consolidated financial statements by the directors of the Holding company , as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis of Qualified Opinion

The holding company has not complied with Accounting Standard 24 Discontinuing operations as more fully explained in note 37 to the consolidated financial statements.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in Basis of Qualified Opinion paragraph and subject to Other matters, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2016 and its consolidated profit and its consolidated cash flows for the year ended on that date.

Other Matters

We have relied on the audited financial statement of One foreign Subsidiary whose financial statement reflects total assets of Rs.3,84,287('000) as at 31st March 2016 and a total revenue of Rs.3,66,800('000) and the profit of Rs.19,635('000) for the year ended as considered in the consolidated financial statements.

We have relied on the audited financial statement of a foreign step Subsidiary whose financial statement reflects total assets of Rs.190,037('000) as at 31st March 2016 and a total revenue of Rs. 188,095 ('000) and the profit of Rs. 1,31,733 ('000) for the year ended as considered in the consolidated financial statements.

We have relied on the audited financial statement of a foreign step Subsidiary whose financial statement reflects total assets of Rs. 17,000 ('000) as at 31st March 2016 and a total revenue of Rs. 18,583('000) and the profit of Rs. 14,862('000) for the year ended as considered in the consolidated financial statements.

Attention is invited in respect of managerial remuneration; refer to note 39 to the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements .

(b) in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements has been kept so far as it appears from our examination of those books;

(c) the Consolidated Balance Sheet, the consolidated statement of profit and loss and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors of the Holding company as on 31st March ,2016 taken on record by the Board of Directors of the Holding company, none of the directors of the Group companies incorporated in India is disqualified as on 31st March ,2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) with respect to the adequacy of the internal controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements has disclosed the impact of pending litigation on its consolidated financial position of the group in its consolidated financial statements in accordance with the generally accepted accounting practice (refer note 27);

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and Subsidiary company incorporated in India.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 14th May, 2016.

"Annexure A" to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Arrow Greentech Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Arrow Greentech Limited ("the Holding Company") and its Subsidiary Company as of 31st March ,2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company which are incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the respective Companies considering the essential components of internal controls stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the holding company and its subsidiary incorporated in India based on our audit . We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the aforesaid entities.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper

management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to information and explanation given to us and based on our audit, a *material weakness has been identified as at 31st March, 2016 in the Holding Company relating to inadequate internal financial control over financial reporting in respect of compliance with accounting standard in relation to discontinuing operation.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, to the best of our information and according to the explanation given to us, except for possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Holding company and subsidiary company incorporated in India ,has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the consolidated financial statements of the Holding Company for the year ended 31st March, 2016, and the material weakness affects our opinion on the said financial statements of the Company.

For J. A. Rajani & Co.
Chartered Accountants
Firm Reg. No. 108331W

P. J. Rajani
Proprietor
Membership No. 116740

Place: Mumbai
Date: 14th May, 2016.

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in '000)

	Particulars	Notes	As at 31.03.2016	As at 31.03.2015
I.	**EQUITY AND LIABILITIES**			
1	**Shareholders' Fund**			
	(a) Share Capital	3	**117,399**	117,399
	(b) Reserves & Surplus	4	**576,489**	348,938
2	**Minority Interest**		**12,601**	5,866
			706,490	472,204
3	**Non Current Liabilities**			
	(a) Long-term borrowings	5	**522**	510
	(b) Deferred tax liabilities (Net)	6	**2,431**	3,035
	(c) Other Long term liabilities	7	**6,033**	1,518
	(d) Long-term provisions	8	**686**	580
			9,672	5,642
4	**Current Liabilities**			
	(a) Short-term borrowings	9	**-**	-
	(b) Trade payables (Refer to Note 30)		**32,321**	14,886
	(c) Other Current Liabilities	10	**10,737**	4,193
	(d) Short-term provisions	11	**150,592**	103,872
			193,650	122,951
	TOTAL		**909,812**	600,797
II.	**ASSETS**			
1	**Non Current Assets**			
	(a) Fixed Assets	12		
	(i) Tangible assets		**149,435**	97,865
	(ii) Intangible assets		**9,985**	10,675
	(iii) Capital work-in-progress		**633**	-
	(iii) Intangible assets under development		**12,611**	11,068
	(b) Non-current investments	13	**152,453**	148,493
	(c) Long-term loans and advances	14	**24,798**	35,286
	(d) Other non-current assets	15	**1,074**	1,273
			350,988	304,660
2	**Current assets**			
	(a) Inventories	16	**9,938**	7,629
	(b) Trade receivables	17	**55,878**	4,994
	(c) Cash and cash equivalents	18	**407,109**	263,525
	(d) Short-term loans and advances	19	**85,532**	19,673
	(e) Other current assets	20	**367**	315
			558,823	296,138
	TOTAL		**909,812**	600,797
	Notes to Accounts & Significant Accounting Policies	1 to 42		

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in '000)

Particulars	Notes	Year Ended 31.03.2016	Year Ended 31.03.2015
INCOME			
Revenue from Operation	21	**514,815**	488,851
Less: Excise Duty		**6,655**	3,534
Other Income	22	**46,765**	11,694
Total		**554,925**	497,011
EXPENDITURE			
Material Cost & Inventory Adjustments	23	**23,218**	35,516
Employee Benefit Expenses	24	**27,343**	21,889
Manufacturing Expenses	25	**17,143**	14,636
Depreciation and amortisation Expenses	12	**10,567**	9,549
Other Expenses	26	**67,473**	119,913
Total		**145,743**	201,504
Profit/(Loss) Before Exceptional Items and Tax		**409,182**	295,508
Prior period Expense		**282**	284
Profit/(Loss) Before Tax		**408,900**	295,223
Current tax		**99,077**	64,161
Deferred Tax		**(604)**	1,968
Profit/(Loss) After Tax Before Minority and Associates		**310,427**	229,094
Less : Share of Profit/(loss) of Minority		**6,735**	5,805
Profit/(Loss) After Tax After Minority and Associates		**303,692**	223,289
Earning Per Share (Basic) in ₹		**25.87**	19.02
Earning Per Share (Diluted) in ₹		**25.87**	19.02
Notes to Accounts & Significant Accounting Policies	1 to 42		

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in '000)

	Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
A	**Cash Flow from Operating Activities**		
	Net Profit before Tax & Prior Period Items	**408,900**	295,223
	Adjustment for		
	Bad Debts	**31**	598
	Miscelaneous Income & Excess Provision written back	**4,205**	(2,742)
	Depreciation	**10,567**	9,549
	Miscelleneous Expenditure Write off	**199**	199
	Interest Income	**(1,632)**	(2,354)
	Dividend Income	**(5,073)**	(5,956)
	Other Income	**(10,161)**	(372)
	(Profit)/Loss on sale of Investments	**(957)**	(271)
	Operating Profit before Working Capital Changes	**406,078**	293,875
	Adjustment for		
	(Increase)/Decrease in Trade Receivables	**(50,914)**	(1,186)
	(Increase)/Decrease in Inventories	**(2,309)**	24,235
	(Increase)/Decrease in Other Current and non Current Assets	**(52)**	(72)
	(Increase)/Decrease in Long Term and Short Term Loans and Advances	**30,716**	58,023
	(Increase)/Decrease in Trade Payables, Other Current and Non Current Liabilities and Provisions	**(12,739)**	(60,436)
	Cash Gererated from operations	**370,782**	314,439
	Taxes Paid (Including TDS) (net)	**(75,925)**	(51,394)
	Net Cash used in Operation	**294,856**	263,045
B	**Cash Flow from Investing Activities**		
	Purchase of Fixed Assets/Patent	**(63,622)**	(39,116)
	Investment	**(3,959)**	(80,218)
	Interest & Dividend Income	**7,662**	8,953
	Net Cash from Investing Activities	**(59,920)**	(110,381)
C	**Cash Flow from Financing Activities**		
	Proceeds from Long term Borrowing	**12**	(939)
	Proceeds from Short term Borrowing	**-**	(349)
	Currency Fluctuation Reserve	**(14,995)**	(19,863)
	Interest and Finance cost		
	Dividend Paid (Incl Tax On Dividend Final & Interim)	**(76,371)**	(20,039)
	Net Cash from Financing Activities	**(91,353)**	(41,189)
	Net Increase in Cash & Cash Equivalents	**143,583**	111,474
	Opening Balance of Cash & Cash Equivalents	**263,525**	152,050
	Closing Balance of Cash & Cash Equivalents	**407,109**	263,525

As per our report of even date

For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

1 Basis of Consolidation:

a) The consolidated financial statement relates to the Arrow Greentech Ltd., the holding company, its subsidiary Arrow Green Technologies (UK) Ltd incorporated in UK, Step down Subsidiary Advance IP Technologies Limited and Arrow Realty Ltd (Subsidiary of Arrow Green Technologies (UK) Ltd.) and Arrow Secure Technology Pvt.Ltd. and its Associate SP Arrow Bio-Polymers Pvt. Ltd and Sphere Bio-Polymers (P) Ltd.

b) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements"

c) Goodwill represents the difference between the company's share in the net worth of subsidiaries and the cost of acquisition at time of making the investment in the subsidiaries. For this purpose the company's share of net worth is determined on the basis of latest financial statements prior to the acquisition after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. The goodwill recorded in these consolidated financial statements has not been amortized, but instead evaluated for impairment whenever events or changes in circumstances indicate that its carrying amount may be impaired.

d) In case of associates where the company directly or indirectly through subsidiaries hold more than 20% of equity or the company exercises significant influence through representation of the Board of directors of the other Companies, Investment are accounted for using Equity Method in accordance with Accounting Standard (AS-23)"Accounting for Investments in Associates in Consolidated financial statements issued by the Institute of Chartered Accountants of India.

e) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the exchange fluctuation reserve.

f) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

g) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

2 Significant accounting policies

a) Basis of Preparation of Financial Statements:

The financial statement have been prepared on the basis of going concern, under historical cost convention, to comply in all material aspect with applicable accounting principles in India, the Accounting standards under Section 133 of Companies Act ,2013,read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

The preparation of financial statements in conformity with accounting standards requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of financial statement, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

All assets and liablities have been classified as current or non - current as per the operating cycle criteria set out in the schedule III of the Companies Act,2013.

b) Fixed Assets, Depreciation And Impairment Loss:

Fixed Assets are stated at cost net of accumulated depreciation. Cost includes expenses related to acquisition and financing cost on borrowing during construction period. Assets acquired on Hire purchase are capitalised to the extent of Principal Value.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Depreciation on Fixed Assets has been provided on written down value basis and manner provided in Schedule II to The Companies Act 2013. Leasehold land is shown at cost and no write offs are made in respect thereof.

Costs relating to Patents are written off over the remaining useful life from the day of Grant.

In case, the recoverable amount of fixed assets is lower than its carrying amount, a provision is made for the impairment loss.

c) Investments:

Long-term investments other than trade are stated at cost of acquisition less provision for diminution in value other than temporary, if any.

Holding of investment in subsidiaries and Associated Companies are of strategic importance to the company and therefore the company does not consider it necessary to provide decrease in the book value of such investment, till such relationship continues with the investee company.

d) Prior Period Adjustments:

All items of Income/Expenditure pertaining to prior period (except those not exceeding Rupees One Thousand in each case which is accounted through respective revenue accounts) are accounted through Prior Period account.

e) Inventories:

Raw Materials are valued at cost. Finished Goods are valued at lower of cost or net realizable value.

f) Revenue Recognition:

Sales exclude Sales Tax, Excise Duty and other charges such as freight, insurance and other Incidental charges. Dividend from investments in the shares and mutual funds is accounted for on the basis of the date of declaration of dividend falling within the accounting year. Interest Income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

g) Retirement Benefits:

The company makes monthly contribution as per the applicable statute for Provident Fund and charges off the same to the Profit and Loss account.

Provision for leave entitlement is accrued and provided for at the end of the financial year.

The Company has created an Employees' Group Gratuity Fund, which has taken a Group Gratuity cum Life Insurance Policy from the Life Insurance Corporation of India. Gratuity is provided on the basis of premium paid on the above policy as intimated by Life Insurance Corporation of India. The adequacy of the fund along with the provision is as per the actuarial valuation.

h) Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised till the month in which the asset is ready to use as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which this are incurred.

i) Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. At the year-end monetary items denominated in foreign currencies are converted into rupee equivalent at the year-end exchange rates. All exchange differences arising on settlement and conversion on foreign currency transaction are dealt with in profit and loss account; Investments in shares of foreign subsidiary companies are expressed in Indian currency at the rates of exchange prevailing at the time when the original investments were made.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

j) Accounting For Taxes On Income:

The provision for current income tax has been made in accordance with the Income Tax Law prevailing for the relevant assessment year after considering various admissible relief's'.

Deferred tax for the year is recognised, on timing differences being the difference between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax asset and liabilities are measured using the tax rates and tax rules that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax asset are recognized and carried forward only if there is reasonable / virtual certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation.

k) Expenditure During Construction And On New Projects:

In case of new Industrial units and substantial expansion of existing units, all pre- operating expenditure specifically for the project, incurred up to the date of installation, is capitalised and added pro rata to the cost of fixed assets.

l) Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

m) Deferred Revenue Expenditure:

Preliminary Expenses and Shares Issue Expenses are amortised over a period of 10 years.

n) Research and Development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

o) Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 3		
Share Capital		
Authorised Capital :		
1,50,00,000(P.Y. 1,50,00,000) Equity Shares of ₹ 10/- each	**150,000**	150,000
Issued,Subscribed and Paid Capital		
1,17,39,948 (P. Y. 1,17,39,948 Equity Shares) of ₹ 10/- each fully paid up	**117,399**	117,399
	117,399	117,399

Notes:

a) The Company has only one class of equity shares with a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	₹ In '000	No. of Shares held	₹ In '000
At the beginning of the year	**11,739,948**	**117,399**	11,739,948	117,399
Outstanding at the end of the year	**11,739,948**	**117,399**	11,739,948	117,399

c) Shareholder Holding more than 5%

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Arrow Convertors Pvt Ltd	**1,196,014**	**10.19%**	1,196,014	10.19%
Jigisha S. Patel	**1,718,503**	**14.64%**	1,718,503	14.64%
Shilpan P. Patel	**3,476,342**	**29.61%**	3,476,342	29.61%
Shilpan Patel (HUF)	**899,316**	**7.66%**	899,316	7.66%

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 4		
Reserves and Surplus		
General Reserve	**200**	200
Currency fluctuation Reserve	**(42,982)**	(27,987)
Capital Reserve	**8,218**	8,218
Add: Transfer during the year	**-**	-
	8,218	8,218
Share Premium	**29,199**	29,199
Rent Equilisation Reserve	**66**	-
Profit & Loss account	**339,309**	151,352
Add: Net Profit/(Loss) for current year	**303,692**	223,289
Less: Tax adjustment of Earlier Years	**1,895**	-
Less : Depreciation Adjustment (Refer Note 12)	**-**	381
Less: Proposed Dividend and Tax	**63,108**	34,951
	581,788	339,309
	576,489	348,938

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 5		
Long term Borrowings		
Unsecured		
From Directors	**522**	510
From Related parties	**-**	-
	522	510
Note 6		
Deferred Tax Liabilities		
Related to Fixed Assets	**2,431**	3,035
	2,431	3,035
Note 7		
Other Long term liabilities		
Liability for Fixed Assets	**6,033**	1,518
	6,033	1,518
Note 8		
Long Term Provision		
Leave encashment	**525**	420
(Refer to note no. 31)		
Income Tax Provision	**161**	161
	686	580
Note 9		
Short Term Borrowings		
Unsecured		
Loan From Others	**-**	-
	-	-
Note 10		
Other Current Liabilities		
Unpaid Dividends	**1,252**	614
(Refer to Note no.32)		
Advance from Customer	**618**	2,873
Provision for expenses	**792**	-
Statutory liabilities	**8,075**	706
	10,737	4,193
Note 11		
Short term Provision		
Salary and reimbursement Payable	**3,922**	2,714
Providend and ESIC Payable	**190**	141
Income tax Provision	**1,25,285**	66,065
Proposed Dividend	**17,610**	29,350
Tax on Proposed Dividend	**3,585**	5,602
	150,592	1,03,872

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

Note 12
Fixed Assets (Refer Note. 36) **(₹ in '000)**

	Particulars	Gross Block				Depreciation/Amortisation				Net Block	
		As At 01.04.2015	Addtions	Sale/ Transfer	As At 31.03.2016	As At 01.04.2015	For the period	Deduction	As At 31.03.2016	As At 31.03.2016	As At 31.03.2015
a	**Tangible Assets**										
	Factory Land	194	2,000	-	2,194	-	-	-	-	2,194	194
	Factory Building	4,366	2,701	-	7,067	2,933	275	-	3,207	3,859	1,433
	Plant & Machinery	66,133	133	-	66,266	26,131	7,365	-	33,496	32,769	40,002
	Furniture & Fixtures	4,535	32	-	4,567	3,628	222	-	3,850	717	907
	Electrical Installation	1,225	-	-	1,225	1,192	1	-	1,193	32	33
	Lab Equipment	954	-	-	954	710	63	-	773	181	244
	Motor Car	9,535	641	-	10,176	5,702	1,015	-	6,718	3,458	3,832
	Office Equipment	7,942	92	-	8,034	7,090	367	-	7,458	576	852
	Computer	1,752	956	-	2,707	1,371	351	-	1,722	985	381
	Office Building	134	-	-	134	86	2	-	89	45	48
	Guest House	50,034	54,765	-	104,798	96	85	-	181	104,618	49,938
	Total	**146,804**	**61,318**	**-**	**208,122**	**48,940**	**9,747**	**-**	**58,687**	**149,435**	**97,865**
	Previous year	110,075	36,728	-	146,803	39,710	8,672	539	50,781	97,865	70,365
b	**Intangible Assets**										
	Goodwill on Consolidation	2,702	-	-	2,702	-	-	-	-	2,702	2,702
	Patent Rights	10,666	-	-	10,666	2,693	820	130	3,383	7,283	7,973
	Total	**13,368**	**-**	**-**	**13,368**	**2,693**	**820**	**130**	**3,383**	**9,985**	**10,675**
	Previous year	13,147	221	-	13,368	1,816	877	-	2,693	10,675	11,330
c	**Intangible Assets under Development**										
	Patent Rights	11,068	1,700	158	12,611	-	-	-	-	12,611	11,068
	Total	**11,068**	**1,700**	**158**	**12,611**	**-**	**-**	**-**	**-**	**12,611**	**11,068**
	Previous year	8,901	2,167	-	11,068			-		11,068	8,901

Note. 1) Pursuant to enactment of Companies Act,2013, the Company has applied the WDV depreciation rates as specified in Schedule II. As a results the charge for previous year for depreciation is higher/(lower) by 2304('000). Based on the transitional provisions the written down value of assets whose life has expired as at 1st April,2014 has been adjusted net of tax 381('000),{Gross 539('000) reflected in Deduction/Adjustment} against Retained earnings.

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 13		
Non Current Investments		
Investment in Mutual Funds (Quoted) (Non Trade)		
DHFL Pramerica Arbitrage Fund - Quarterly Dividend-1935696.17 units (P.Y 1935696.17 units)	**20,000**	20,000
DHFL Pramerica Arbitrage Fund - Monthly Dividend - 961307.378 units (P.Y NIL)	**10,000**	-
DHFL Pramerica Short Maturity Fund-Growth- 321976.852 units (P.Y 321976.852 Units)	**7,500**	7,500
Franklin India FLEXI CAP Fund-Dividend - 488866.487 units (P.Y Nil)	**8,466**	-
Franklin India Short Term Income Plan-Retail Plan - Nil (P.Y 2844.218 units)	**-**	7,500
HDFC Corp Debt Opportunities Fund-Regular-2687329.243units (P.Y 2687329.243 units)	**30,000**	30,000
HDFC Short Term Plan - Monthly Dividend-1308358.61units (P.Y 1985000.918 units)	**13,580**	20,604
HDFC TOP 200 Fund-Dividend-110166.131unit (P.Y NIL)	**5,000**	-
ICICI Prudential Equity Arbitrage Fund-Regular Plan -544868.069 units (P.Y 544868.069 units)	**7,500**	7,500
ICICI Prudential Short Term Plan - Retail Plan - Dividend -1279252.234units (P.Y 1279252.234 units)	**15,000**	15,000
ICICI Prud. Equity Income Fund Regular Plan - 2918287.938 units (P.Y 2918287.938 units)	**30,000**	30,000
IDFC Arbitrage Fund-Regular Plan-Dividend Payout - Nil (P.Y 1599015 units)	**-**	4,984
IDFC SSIF - Short Term - Plan A - Monthly Dividend Payout - 739331.447 units (P.Y 739331.447 units)	**7,500**	7,500
Unquoted Equity Share (Fully Paid)		
Shamrao Vithal Co op Bank	**9**	9
300 Equity Shares of Rs. 25/- each		
100 Equity Shares of Rs. 10/- each		
Unquoted Equity Share (Fully Paid) in Associates		
SPArrow BioPolymer Products (P) Ltd 4600 Shares of Rs.10 Each (P.Y 4600 Shares) (46% holding)	**46**	46
Unquoted Equity Share (Fully Paid) in Associates		
Sphere Bio-Polymers (P) Ltd 4900 Shares of Rs10 Each (49% holding)	**49**	49
Shares of Loss of Associates	**(2,197)**	(2,197)
	152,453	148,493
Aggregate amount of non-current investments		
Aggregate amount of quoted investments	**147,047**	150,588
Aggregate market value of quoted investments	**158,618**	152,144
Aggregate amount of unquoted investments	**104**	104
Note 14		
Long Term Loans and advances		
Capital Advances (Unsecured, considered good)	**22,504**	30,346
Security Deposit (Unsecured, considered good)	**2,295**	952
Advance to Suppliers (Unsecured, considered good)	**-**	3,988
	24,799	35,286

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(₹ in '000)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Note 15		
Other Non Current Assets		
Miscellaneous Expenditure	**1,074**	1,273
	1,074	1,273
Note 16		
Inventories		
(As taken, valued and certified by Management)		
Finished Goods	**7,178**	5,636
Raw Material	**2,760**	1,994
	9,938	7,629
Note 17		
Trade Receivable		
(Unsecured, Considered Good)		
(i) Outstanding for more than one year	**82**	24
(ii)Others less than one year	**55,796**	4,969
	55,878	4,995
Note 18		
Cash & Cash Equivalents		
Balances with Banks		
Unpaid dividend Account	**1,255**	171
Current Account	**361,451**	240,537
Fixed Deposit with Bank *	**42,347**	21,581
(Rs. 701('000) (P.Y. 695('000)) for Bank Guarantee)		
Cash on Hand	**2,056**	1,235
	407,109	263,525
* Fixed Deposit with Bank includes Rs. 701 ('000) P.Y 695 ('000) with maturity for more than 12 months		
Note 19		
Short Term Loans and Advances		
(Unsecured considered good)		
Advances to Suppliers	**9,261**	2,360
Loans and Advances to Employees	**1,139**	928
Advance payment of Income Tax	**53,309**	14,017
Export Benefits Receivables	**10,145**	-
Prepaid Expenses	**766**	269
Balance with Government Authorities	**10,912**	2,098
	85,532	19,673
Note 20		
Other Current Assets		
Interest Accrued on Fixed Deposit	**259**	168
Accrued Income	**108**	147
	367	315

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(₹ in '000)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 21		
Revenue from Operation		
Sales of Products	**60,816**	51,323
Consultancy Fees	**36,394**	192,993
Royalty Income - Patent	**410,950**	244,535
	508,160	488,851
Note 22		
Other Income		
Miscelleneous Income	**4,364**	3,113
Foreign Exchange Gain	**24,464**	-
Government Grant - SFIS	**10,275**	-
Dividend Income	**5,073**	5,956
Profit/(Loss) on sale of Investments	**957**	271
Interest Income		
On Fixed Deposit	**1,600**	2,333
On Loans and Deposits	**32**	21
	46,765	11,694
Note 23		
Material Cost & Inventory Adjustments		
Cost of Raw Materials consumed		
Opening stock	**1,994**	2,697
Add: Purchases	**19,681**	11,282
Less:Closing Stock	**2,760**	1,994
	18,915	11,986
Purchase of Trading Goods	**5,843**	
	24,758	11,986
Inventory Adjustment:		
Stock at close - Finished Goods	**2,951**	5,636
Stock at commencement- Finished Goods	**5,636**	4,271
	2,685	(1,365)
Stock at close - Stock in Trade	**4,226**	-
Stock at commencement- Stock in Trade	**-**	24,896
	4,226	(24,896)
Material Consumed	**23,218**	35,517
Note 24		
Employee Benefit Expenses		
Staff Salaries & Bonus	**16,489**	12,186
Provident Fund, ESIC & Gratuity	**1,057**	803
Staff welfare expenses	**1,397**	501
Managerial Remuneration	**8,400**	8,400
	27,343	21,889

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

(₹ in '000)

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Note 25		
Manufacturing Expenses		
Factory Expenses	**1,813**	1,620
Workman Wages	**3,140**	2,774
Electricity, Fuel & Water Charges	**10,267**	9,191
Repair & Maintenance	**1,120**	492
Freight Inward	**803**	559
	17,143	14,636
Note 26		
Other Expenses		
Administrative expense		
Legal & Professional Charges	**29,844**	54,075
Patent Charges	**1,213**	5,917
Repairs to others	**2,877**	524
Donations (Refer to Note no.40)	**6,151**	10,000
Insurance Charges	**204**	162
Commission On Sales	**100**	-
Rent, Rate and Taxes	**3,366**	2,309
Foreign Exchange Gain	**-**	28,206
Bad Debts	**31**	598
Miscellaneous Expenses	**23,687**	18,121
	67,473	119,913

27 Contingent liabilities and Commitments:

Particulars	As at 31st March, 2016	As at 31st March, 2015
(i) Contingent Liabilities		
(a) Sales tax matters not acknowledged as debt	**14,982**	14,982
(b) Bank Guarantees given	**787**	701
Total	**15,769**	15,683

28 Balances of Sundry Debtors, Sundry Creditors, Deposits, Loans and Advances are subjected to reconciliation and confirmation, necessary adjustment if required, will be made after reconciliation. The management does not expect any material difference affecting the current year's financial statements.

29 In the opinion of the Board and to the best of their knowledge and belief all the Current Assets, Loans and Advances have value on realisation at least of an amount at which they are stated in Balance Sheet.

30 The Company does not possess information as to which of its suppliers are covered under micro, small and medium Enterprise Development Act, 2006.However, the company is regular in making payment to its suppliers and has not received any claim in respect of interest for delayed payment.

31 Liability In respect of leave encashment are not accounted on basis of actuarial valuation which is not in conformity with Accounting Standard (AS)15 (Revised 2005) on Employee Benefits as issued by the Institute of Chartered Accountant of India.

32 For the purpose of distribution of dividend, separate bank account for each year is opened. The balance in this bank account represents the unclaimed /unpaid dividend warrants of the respective years. Unpaid dividends are subject to reconciliation.

33 As the company's business activity, in the opinion of the management, falls within single primary segment of packaging material and its technology , which are subject to the same risks and returns, the disclosure requirement of Accounting Standard (AS)-17

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

"Segment Reporting" issued by the Institute Of Chartered Accountant of India are, in the opinion of the management, not applicable

34 Related Party Disclosure as required by Accounting Standard 18 of the Institute of Chartered Accountants of India. Related parties as defined under clause 3 of the Accounting standard have been identified on the basis of representation made by management.

i. List of Related Parties with whom transactions entered.

Name of Related Party	Relationship
SP Arrow Bio-Polymer Products Pvt. Ltd Sphere Bio-Polymers (P) Ltd	Associate Company
Mr. Shilpan P. Patel (CMD) Mr. Neil Patel Mr. Harish Mishra Mr. Haresh Mehta Mr. Dinesh Modi Ms. Suneeta Thakur Mr. Bruce Drew Mrs. Manisha Srivastava	Key Management Personnel
Aquavista limited. Avery Bio –Degradable Products Private Limited Grace Paper Industries Private Limited.	Enterprises over which Key Management Personnel are able to exercise signficant influence

ii) Transaction with Related Parties & Outstanding Balance as on 31st March, 2016 **(₹ in '000)**

Transaction During the Year	Associate Company	Key Management Personnel	Entities where Significant Influence
Purchase	**-** (-)	**-** (-)	**913** -843
Sale	**-** (-)	**-** (-)	**-** (-)
Remunaration	**-** (-)	**8400** (8400)	**-** (-)
Salary	**-** (-)	**-** (-)	**-** (-)
Rent	**-** (-)	**1475** (1888)	**-** (-)
Sitting Fees	**-** (-)	**488** (273)	**-** (-)
Fixed Assets Purchased	**-** (-)	**-** (-)	**4275** (25908)
Advance/Loan Given	- (1)	**-** (-)	**-** (-)
Advance/Loan Given Repaid	**-** (-)	**-** (-)	**-** (-)
Advance/Loan Received	**-** (-)	**-** (-)	**-** (-)
Advance/Loan Received Repaid	**-** (-)	**-** (-)	**-** (919)
Balance- Receivable	**-** (-)	**-** -	**-** (-)
Balance- Payable	- (-)	**1076** (2055)	**5377** (284)

(Previous year figures are shown in bracket)

Notes to the Consolidated Financial Statements for the year ended March 31, 2016

35 As required by Accounting Standard 20 on Earning per Share issued by the Institute of Chartered Accountant of India (ICAI), basic earning per share has been calculated by dividing net profit after tax by the weighted average number of equity shares outstanding during the year as per detail given below:

(₹ In '000)

Particulars	2015-16	2014-15
Profit as per profit & loss Account (After tax & extraordinary items)	**303,692**	223,289
"Weighted average number of shares used incomputing earning per equity share"		
For Basic EPS	**11,739,948**	11,739,948
For Diluted EPS	**11,739,948**	11,739,948
Basic earning per share (₹)	**25.87**	19.02
Diluted earning per share (₹)	**25.87**	19.02
(on nominal value of ₹10/- per share)		

36 Some Assets of which the company is the beneficial owner are pending for transfer in the name of the company.

37 The Company had decided in the year 2008-09 to discontinue the Trading activities in Digital Printing machines and digital signage cutting machines and as on 31st March 2016, there are no assets and liablities related to this business.

38 As stipulated in Accounting Standard 28, the company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing are capable of generating adequate returns over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts.

39 Managerial remuneration paid during the period October 2012 - September 2013 was subject to approval from the Central Government. During the year Holding company has received the Order from the central government under the application made U/s 198 & 309 of The Companies Act,1956, with the direction to company to recover excess remuneration of Rs.12,90('000), which has to be complied with as company is in process of seeking professional / legal advice.

40 Expenditure towards Corporate Social Responsibility as per Section 135 of the Companies Act,2013 (read with schedule VII) thereof

a) Gross amount required to be spent by the company during the year - Rs. 1151.43 thosand (previous year - Nil)

b) Amount spent and paid during the year by way of donation to the charitable trust - Rs.1151.43 thousand (previous year - Nil)

41 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity in the	Net Assets i.e. Total Assets minus Total Liabilities		Share of Profit or Loss (before Minority Interest)	
	Amount (Rs.'000)	As % of Consolidated Net Assets	Amount (Rs.'000)	As % of Consolidated Profit or Loss
Arrow Greentech Limited	238,334	33.73%	80,133	25.81%
Arrow Secure Techonlogy Private Limited	162	0.02%	(61)	(0.02%)
Arrow Green Technologies (UK) Ltd (Including its Subsidiaries)	467,994	66.24%	230,354	74.21%

42 The company based on its accounting policies followed, does not consider it necessary to provide for diminution in value of investment in subsidiary company. Previous Year figures have been regrouped, rearranged wherever necessary to confirm current year classification.

As per our report of even date
For J. A.Rajani & Co.
Chartered Accountants

P. J. Rajani
Proprietor
Membership No. 116740
Firm Regd No. 108331W

Place:Mumbai
Date : 14th May 2016

For and on behalf of the Board of Directors

Shilpan Patel
Managing Director

Neil Patel
Whole Time Director

Narayan Navin Jha
Chief Financial Officer

Poonam Bansal
Company Secretary

ARROW GREENTECH LIMTED

(Formerly Known as Arrow Coated Products Limited)

CIN: L21010MH1992PLC069281

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

ATTENDANCE SLIP

I/We hereby record my/our presence at the 24th Annual General Meeting of the Company on Tuesday, 27th September 2016 at 10.30 A.M. at The Conference Hall, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093.

Name: _____

Address: _____

Regd. Folio. No.: _____ No. of Shares Held: _____

Client ID: _____ DP ID: _____

Name of Proxy/Representative, if any: _____

Signature of the Shareholder(s)/Proxy/Representative: _____

ARROW GREENTECH LIMTED

(Formerly Known as Arrow Coated Products Limited)

CIN: L21010MH1992PLC069281

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

Form No. MGT-11
Proxy form

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

CIN : L21010MH1992PLC069281
Name of the Company : Arrow Greentech Limited
Registered Office : Solitaire Corporate Park, Bldg No 3, 7th Floor,Unit No 372, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name : …….
   Address : …….
   E-mail Id : …….
   Signature : …….or failing him

2. Name : …….
   Address : …….
   E-mail Id : …….
   Signature : …….or failing him

3. Name : …….
   Address : …….
   E-mail Id : …….
   Signature : …….or failing him

.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting ofthe Company, to be held on the 27thday of September 2016 at 10:30 a.m. at The Conference Hall, Solitaire Corporate Park, Guru Hargovindji Marg, Chakala, Andheri (East), Mumbai 400 093, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1	Adoption of Annual Accounts of the Company as on March 31, 2016
2	Declaration of Dividend on Equity Shares
3	Re-appointment of Mr. Neil Patel, retiring by rotation and being eligible, offering himself for re-appointment
4	Appointment of Statutory Auditors of the Company.
5	Revision in the remuneration of Mr. Shilpan Patel, Chairman& Managing Director of the Company
6	Revision in the remuneration of Mr. Neil Patel, Whole Time Director of the Company
7	To approve and ratify Related Party Transactions

Signed this _____day of _____ 2016

Signature of Shareholder(s): _____

Signature of Proxy(s): _____

Affix
Re. 1/-
Revenue
Stamp

Note: 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.

Watersol

- PACKAGING FILM
- EMBROIDERY FILM
- SOAP FILM
- MOULD RELEASE FILM
- WATER TRANSFER PRINTING FILM

Klenz Pro

used by professionals

KITCHEN

GENERAL CLEANING

LAUNDRY

PERSONAL CARE

ECOCONPACK
Vajillas
10L
Klenz Pro
used by professionals

Watersol

Watersol

GALA
Klenz Pro
used by professionals

ARROW GREENTECH LTD.

Unit No 372, Bldg No 3, 7th Floor, Solitaire Corporate Park,
Guru Hargovindji Marg,Chakala, Andheri (East),
Mumbai 400093, Maharashtra, INDIA

Phone: +91-22-4074 9000

Email: info@arrowgreentech.com **Website:** www.arrowgreentech.com