ISO 9001
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Certification
Excluding Design

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Tel: 91·253·3918200
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secretarial@arrowtextiles.com
www.arrowtextiles.com
CIN-L51494MH2008PLC178384

Arrow Textiles Limited

12th September, 2014

To,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex,
Bandra (East) Mumbai–400 051
Fax No. 26598235/8237/8347
Symbol: ARROWTEX

Dear Sirs,

Sub: Declaration of Result of Postal Ballot.

With regard to the captioned matter, this is to inform you that the Company has on 12th September, 2014, by way of Postal Ballot, approved with requisite majority, the following Special Resolutions:-

1. Consent of the Company under Section 180(1)(c) of the Companies Act, 2013 and Rules made there under.

2. Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 and Rules made there under.

3. Consent of the Company under Section 186 of the Companies Act, 2013 and Rules made there under.

A Copy of Scrutinizer Report is enclosed herewith for your information and record.

Thanking You.

Yours sincerely,
For **Arrow Textiles Limited**

Sushama Vesvikar
Company Secretary
Encl. as above

A K JAIN & CO.
COMPANY SECRETARIES

40/A, 3rd Floor, Shankar Seth Building,
380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002
+91 22 2203 4420 • akjaincs@gmail.com

SCRUTINIZER'S REPORT

The Chairman
Arrow Textiles Limited
Bayside Mall, 2nd Floor
Opp. Sobo Central Mall
Tardeo Road, Haji Ali
Mumbai-400 034

Dear Sir,

I, Ashish Kumar Jain, Proprietor of M/s A K Jain & Co., Company Secretaries of Mumbai, have been appointed as Scrutinizer by the Board of **Arrow Textiles Limited** to conduct the postal ballot of your Company pursuant to Section 110 of the Companies Act, 2013 "the Act" read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for passing of the Special Resolutions proposed in the Postal Ballot Notice dated 04th August, 2014 (hereinafter referred to as **'The Postal Ballot Notice'**).

I submit my report as under.

1. I have given my consent to act as Scrutinizer vide letter dated 01st August, 2014 and was appointed as Scrutinizer for Postal Ballot by a Resolution passed at the meeting of the Board of Directors held on 04th August, 2014. Further, at the aforesaid meeting, Managing Director and Company Secretary of the Company, was made responsible for conducting the postal ballot process;

2. The Company has completed the dispatch of the postal ballot notice and postal ballot form along- with postage pre-paid business reply envelope by registered post and send email on 11th August, 2014 (as applicable) to its members whose names appeared in the Register of Members / Records of Depositories as on 08th August, 2014;

3. The Company has entered into agreement with Central Depository Services (India) Limited (CDSL) the authorized agency to provide e-voting facility to the Members, who were eligible to take part in the voting process.

4. The Postal Ballot Forms were kept under safe custody in sealed and tampered proof ballot boxes at the Corporate Office of the Company before commencing the scrutiny of such Postal Ballot Forms.

5. The Ballot Box was opened on 11th September, 2014 in my presence.

6. Particulars of all the Postal Ballot Forms received upto Wednesday, the 10th September, 2014 till 5.30 pm (being last date of receipt of Postal Ballot Forms) were considered for scrutiny.

7. As per Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement in regard to dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in The Day View in English and Gavkari in Marathi newspapers on 12th August, 2014.

8. The particulars of the e-voting done by the members of the Company during the period from 10.00 am on Wednesday, the 13th August, 2014 till 5.30 pm on Wednesday, the 10th September, 2014 by logging on www.evotingindia.com, were considered for scrutiny.

9. I have downloaded the e-voting Report from CDSL website by using the scrutinizer's login id and password on Thursday, the 11th September, 2014 at 7.20 p.m.

10. Envelopes containing the Postal Ballot Forms returned undelivered were also not opened and they are kept separately.

11. I did not find any defaced or mutilated ballot papers.

12. Summary of the resolution-wise voting are given below:

Item No. 1 – Consent of the Company under Section 180 (1) (c) of the Companies Act, 2013 and Rules made there under.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	119	13510604	70.94%	99.91%
B	Less: Invalid Postal Ballot forms	9	729	0.00%	0.01%
C	Net Valid Postal Ballot in physical C=(A-B)	110	13509875	70.94%	99.90%
	Electronic Mode:				
D	Total Postal Ballot Forms received	6	13497	0.07%	0.10%
E	Less: Invalid Postal Ballot forms	0	0	0.00%	0.00%
F	Net Valid Postal Ballot in Electronic F=(D-E)	6	13497	0.07%	0.10%
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	**116**	**13523372**	**71.01%**	**100.00%**
G	Postal Ballot Forms with Assent as Special Resolution – Physical	108	13509845	70.94%	99.90%
H	Postal Ballot Forms with Assent as Special	6	13497	0.07%	0.10%

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

	Resolution – Electronic				
	Total Postal Ballot with Assent (G+H)	**114**	**13523342**	**71.01%**	**100.00%**
I	Postal Ballot Forms with Dissent as Special Resolution – Physical	2	30	0.00%	0.00%
J	Postal Ballot Forms with Dissent as Special Resolution – Electronic	0	0	0.00%	0.00%
	Total Postal Ballot with DISSENT (J+I)	2	30	0.00%	0.00%
In brief, total votes polled for Special Resolution is 100% and total votes polled against Special Resolution is 0.00%. ***Resolution No. 1 has been passed as a Special Resolution***					

Item No. 2 – Consent of the Company under Section 180(1)(a) of the Companies Act, 2013 and Rules made there under.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	119	13510604	70.94%	99.91%
B	Less: Invalid Postal Ballot forms	9	729	0.00%	0.01%
C	Net Valid Postal Ballot in physical C=(A-B)	110	13509875	70.94%	99.90%
	Electronic Mode:				
D	Total Postal Ballot Forms received	6	13497	0.07%	0.10%
E	Less: Invalid Postal Ballot forms	0	0	0.00%	0.00%
F	Net Valid Postal Ballot in Electronic F=(D-E)	6	13497	0.07%	0.10%
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	**116**	**13523372**	**71.01%**	**100.00%**
G	Postal Ballot Forms with Assent as Special Resolution – Physical	108	13509845	70.94%	99.90%
H	Postal Ballot Forms with Assent as Special Resolution – Electronic	6	13497	0.07%	0.10%

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

	Total Postal Ballot with Assent (G+H)	**114**	**13523342**	**71.01%**	**100.00%**
I	Postal Ballot Forms with Dissent as Special Resolution – Physical	2	30	0.00%	0.00%
J	Postal Ballot Forms with Dissent as Special Resolution – Electronic	0	0	0.00%	0.00%
	Total Postal Ballot with DISSENT (J+I)	2	30	0.00%	0.00%
In brief, total votes polled for Special Resolution is 100% and total votes polled against Special Resolution is 0.00%. ***Resolution No. 2 has been passed as a Special Resolution***					

Item No. 3 – Consent of the Company under Section 186 of the Companies Act, 2013 and Rules made there under.

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of Total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	119	13510604	70.94%	99.91%
B	Less: Invalid Postal Ballot forms	9	729	0.00%	0.01%
C	Net Valid Postal Ballot in physical C=(A-B)	110	13509875	70.94%	99.90%
	Electronic Mode:				
D	Total Postal Ballot Forms received	6	13497	0.07%	0.10%
E	Less: Invalid Postal Ballot forms	0	0	0.00%	0.00%
F	Net Valid Postal Ballot in Electronic F=(D-E)	6	13497	0.07%	0.10%
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	**116**	**13523372**	**71.01%**	**100.00%**
G	Postal Ballot Forms with Assent as Special Resolution – Physical	108	13509845	70.94%	99.90%
H	Postal Ballot Forms with Assent as Special Resolution – Electronic	6	13497	0.07%	0.10%

A. K. JAIN & CO. ★ C.P. No. 6124 ★ COMPANY SECRETARIES

	Total Postal Ballot with Assent (G+H)	**114**	**13523342**	**71.01%**	**100.00%**
I	Postal Ballot Forms with Dissent as Special Resolution – Physical	2	30	0.00%	0.00%
J	Postal Ballot Forms with Dissent as Special Resolution – Electronic	0	0	0.00%	0.00%
	Total Postal Ballot with DISSENT (J+I)	2	30	0.00%	0.00%
In brief, total votes polled for Special Resolution is 100% and total votes polled against Special Resolution is 0.00%. ***Resolution No. 3 has been passed as a Special Resolution***					

13. I have handed over the Postal Ballot Forms and other related papers/registers and records for the safe custody to Ms. Sushama Vesvikar Company Secretary of the Company authorized by the Board.

14. You may accordingly declare the result on the voting by Postal Ballot including eVoting.

Thanking You

For A K Jain & Co.
Company Secretaries

A. K. JAIN & CO. C. P. No. 6124 COMPANY SECRETARIES

Ashish Kumar Jain
Proprietor

Place: Mumbai
Date: 12th September, 2014