



RAJENDRA & CO.

COMPANY SECRETARIES

Rajendra R. Vaze

B.Com. LL.B., DBM, GCD, F.C.S.

Devdha Manzil, 2nd Floor, Maharshi Dadasaheb Rege Road, (Shivaji Park Road No.3), Dadar, Mumbai-400 028.
Tel.: 022 2445 0622 Cell : 9821116504 Email : cs.rajendra@yahoo.in

To
The Board of Directors
ARROW GREENTECH LIMITED
Mumbai – 400 053

Sub.: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir,

We have been engaged by M/s. **ARROW GREENTECH LIMITED** (hereinafter referred to as the "Company") bearing CIN: **L21010MH1992PLC069281** whose Equity Shares are listed on BSE Limited (BSE), and National Stock Exchange of India Limited (NSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems and from time to time provide disclosures and file information with BSE and NSE to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company on the basis of records made available to us with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

For Rajendra and Co.,
Company Secretaries

(CS Rajendra Vaze)
FCS No. 4247 C.P. No 1975

Place: Mumbai
Date : 23rd May 2024

CERTIFIED FILING CENTRE (CFC)

(APPROVED BY CENTRAL GOVT. UNDER THE DEPT OF COMPANY AFFAIRES)



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ANNUAL SECRETARIAL COMPLIANCE REPORT OF ARROW GREENTECH LIMITED for the year ended 31/03/2024

I/We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Arrow Greentech Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 1/F Laxmi Industrial Estate, New Link Road, Andheri (West) Mumbai 400 053 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

I Rajendra R. Vaze of Rajendra and Co. Company Secretaries of Mumbai have examined:

(a) All the documents and records made available to us and explanation provided by **ARROW GREENTECH LIMITED (CIN: L21010MH1992PLC069281)** ("the listed entity"),

(b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,

(c) website of the Listed Entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the Financial year ended 31st March 2024 in respect of compliance with the provisions of :

For the financial Year ended 31st March 2024, in respect of compliance with the provisions of

(1) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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(2) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, Guidelines issued there under by The Securities and Exchange Board of India ("SEBI"); wherever applicable

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined,

Includes :-

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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

(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 : **Not Applicable**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 : **Not Applicable**

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : **Not Applicable**

(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**

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

(i) The Securities and Exchange Board of India (delisting of Equity shares) Regulations 2009 **Not Applicable**

(j) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations 1993 and circulars and guidelines issued there under

And any other circulars/guidelines as applicable and issued there under and based on the above examination, I hereby report that, during the Review Period :

a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below :

- Refer Annexure "A" annexed to the Report

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

- Refer Annexure "B" annexed to the Report



On the basis of records made available to us, the listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

I further report that –

• on the basis of information there was no event of appointment/ re-appointment/ resignation of Statutory Auditors of Arrow Greentech Limited during the review period and the Company has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI there under and Circular(s) issued by BSE Limited dated March 16, 2024

I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	No
2	<p>Adoption and timely updation of the Policies :</p> <p>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	Yes	No
3	<p>Maintenance and disclosures on Website :</p> <p>The Listed entity is maintaining a functional website</p> <p>Timely dissemination of the documents/</p>		



	<p>information under a separate section on the website</p> <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to therelevant document(s)/ section of the website</p>	Yes	No.
4	<p>Disqualification of Director :</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	No.
5	<p>Details related to Subsidiaries of listed entities have been examined</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	<p>The company does not have any material subsidiary</p> <p>No.</p>
6	<p>Preservation of Documents</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	No.
7	<p>Performance Evaluation</p> <p>On the basis of records made available, the listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	Yes	No.
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>No such case</p>	<p>No.</p> <p>No.</p>



9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed hereunder.	Yes	No.
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	No.
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No.
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	No.

Assumptions & Limitation of scope and Review :

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.





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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Rajendra and Co.,
Company Secretaries

(CS Rajendra Vaze)
FCS No. 4247 C.P. No 1975



Place: Mumbai
Date : 23rd May 2024

UDIN No : F004247F000434831

Peer Review No 2807/2022

Unique Identification No S1993MH011200

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(APPROVED BY CENTRAL GOVT. UNDER THE DEPT OF COMPANY AFFAIRS)

Annexure "A"

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No	Deviations	Action Taken by	Type of Action (Advisory / Clarification /Fine /Show Cause Notice / Warning. etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
	Not any	N.A.	Not any	Not any	Not any	N.A.	N.A.	Not any	N.A.

Annexure "B"

(a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Advisory/ Clarification / Fine / Show Cause Notice / Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
	Not Any	N.A.	Not Any	Not Any	Not Any	N.A.	N.A.	Not Any	N.A.	

