

Date: 23rd January, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

To,
Ahmedabad Stock Exchange Limited
Kamdhenu Complex,
Near Polytechnic, Panjarapole,
Ahmedabad - 380 015

Dear Sir,

Sub. : Submission of Notice of Extra-Ordinary General Meeting of the Company to be held on 18th February, 2016.

We submit herewith the copy of Notice of Extra-Ordinary General Meeting of the members of the Company to be held on Thursday, 18th February, 2016 for considering the increase in Authorised Share Capital of the Company and issue of Equity Shares on preferential basis as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
FOR ARCHIT ORGANOSYS LIMITED



KANDARP AMIN
WHOLE TIME DIRECTOR

Encl.: As above.



ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

REDG OFF: PLOT No 25/9-A, PHASE-III, G.I.D.C. NARODA, AHMEDABAD – 382330

PHONE: 91-79- 22821154 E-MAIL: kandarp.amin@archit.org.com

NOTICE

NOTICE is hereby given that the 1st of 2015-16 Extraordinary General Meeting of the Members of the Company will be held on Thursday, 18th February, 2016 at 10.30 a.m. at Royal Inn Restaurant 1st Floor, Nirman Complex, Opposite Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad – 380009:

SPECIAL BUSINESS:

1. **To Increase the Authorised Share Capital of the Company.**

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

RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014, and any other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 3,30,00,000/- (Rupees Three Crore Thirty Lac only) divided into 33,00,000 (Thirty Three Lac) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause **V** of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "**V**":

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

2. **To create, offer, Issue and allot Equity Shares on preferential basis.**

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

RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"), provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**ICDR Regulations**") and any other Rules/ Regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory/regulatory authority, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and

ARCHIT ORGANOSYS LIMITED

allot from time to time in one or more tranches, up to 20,00,000 (Twenty Lac) Equity Shares of face value of Rs. 10/- each of the Company, on preferential basis to the following persons through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, at a price of Rs. 30/-(Rupees Thirty Only) per Equity Share of the face value of Rs. 10/- each for cash, including premium of Rs. 20/- (Rupees Twenty Only) per Equity Share which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per the ICDR Regulations ("Issue Price").

Sr. No.	Name of the Proposed Allottee(s)	Category	No of Equity Shares to be allotted
1	Mr. Sanjaykumar R. Patel	Non Promoter	5,00,000
2	Mr. Rakesh R. Patel	Non Promoter	5,00,000
3.	Mr. Munjal M. Patel	Non Promoter	2,37,500
4.	Ms. Mansi M. Patel	Non Promoter	2,37,500
5.	Ms. Shweta S. Shah	Non Promoter	2,37,500
6.	Mr. Sagar S. Shah	Non Promoter	2,37,500
7.	Mr. Umesh G. Parikh	Non Promoter	50,000
		Total	20,00,000

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares to be issued in terms hereof shall be 19th January, 2016 being the date 30 days prior to the date of this Extraordinary General Meeting scheduled.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the aforesaid investors in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT the Equity Share to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to relevant provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, to issue and allot Equity Shares, issuing certificates / clarifications, effecting any

modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.”

Date: 19th January, 2016

Registered Office:

Plot No. 25/9/A,
Phase III, G.I.D.C. Naroda,
Ahmedabad - 382 330

**BY ORDER OF THE BOARD
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)
CHAIRMAN**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.** The Proxies in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as the proxy on behalf of members not exceeding fifty and in aggregate not more than 10% of the total share capital of the Company.
2. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
3. Members are requested to notify immediately the change, if any in their registered address to the Company or its Share Transfer Agent.
4. Members are requested to kindly bring the attendance slip duly filled and signed and handover the same at the entrance of the Meeting.
5. Only registered members of the Company or any proxy appointed by such registered member may attend the Extraordinary General meeting as provided under the provisions of the Companies Act, 2013.
6. Corporate members intending to send their authorized representatives to attend the Extraordinary General Meeting are requested to send the Company, a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the Extraordinary General meeting.
7. The documents referred to in the notice shall be available for inspection during working hours at the Registered Office of the Company on any working day upto the conclusion of this meeting. Members may also note that the notice of Extraordinary General Meeting will also be available on the website of the Company www.architorg.com. for their download.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members

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holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.

9. The Board of Directors has appointed Shri Manoj P. Mehta, Proprietor of M/s. M. P. Mehta & Co., Practicing Company Secretaries, (Membership No.2413) as the Scrutinizer to scrutinize the remote e-voting and poll process at the Extraordinary General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Extraordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
10. The result will be declared on receipt of Scrutinizers Report. The results declared along with the scrutinizer's report will be available on the website of the Company (www.architorg.com) and on the website of agency ([https:// www.evotingindia.com](https://www.evotingindia.com)).
11. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
12. A member may participate in the Extraordinary General Meeting even after exercising his right to vote through electronics means, but shall not be allowed to vote again at the Extraordinary General Meeting.
13. Members are requested to vote only through electronic system or through poll/ballot at the Extraordinary General Meeting and in no other form. In case the member casts his vote through both the process, the vote casted in electronic mode would prevail, and shall be considered final.
14. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Extraordinary General meeting to facilitate identification of membership at the Extraordinary General meeting.
15. Shri Shaileshbhai Kadia, head of Secretarial Department of the Company, shall be responsible for addressing all the grievances in relation to this Extraordinary General Meeting including remote e-voting. His contact details are - Email: share@architorg.com Phone / Mobile No. : 9328877743.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under and Listing Agreement the Company is offering remote e-voting facility to all Members of the Company through this Notice and the business may be transacted through e-voting services provided by Central Depository Services Limited, who will be facilitating remote e-voting to enable the members to cast their vote electronically. The members shall refer to the detailed procedure on e-voting given below.

The instructions for shareholders voting electronically are as under:

- (i) The voting period commences at 10.00 a.m. on 15th February, 2016 and ends at 5.00 p.m. on 17th February, 2016 (both days inclusive). 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 11th February, 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.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on the address sticker. - 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend\ Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN i.e. 160120001 for **ARCHIT ORGANOSYS LIMITED** on which you choose to vote.
- (xii) 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.

ARCHIT ORGANOSYS LIMITED

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 a 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS:	
Company	ARCHIT ORGANOSYS LIMITED
Registrar and transfer agent	LINK INTIME INDIA PVT. LTD
E-voting Agency	Central Depository Services (India) Limited
E-mail ID:	helpdesk.evoting@cdslindia.com
Scrutinizer	Shri Manoj P. Mehta (Proprietor of M/s. M. P. Mehta & Co.) Practicing Company Secretaries
Email id:	manojmehta57@yahoo.co.in

Date: 19th January, 2016
Registered Office:
Plot No. 25/9/A,
Phase III, G.I.D.C. Naroda,
Ahmedabad - 382 330

**BY ORDER OF THE BOARD
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)
CHAIRMAN**

EXPLANATORY STATEMENT

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

The following Statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

Item No.1

In view of future operations and long term fund requirements of the Company, the Board of Directors have decided to raise the Authorised Share Capital of the Company. It is proposed to increase the Authorised share capital from existing Rs. 3,30,00,000/- (Rupees Three Crore Thirty Lac Only) to Rs. 10,00,00,000 (Rupees Ten Crore Only) as stated in the resolution. In view of the same, consequential amendment in the Memorandum of Association of the Company is necessary.

In accordance with the provisions of the Companies Act, 2013 approval of members by way of resolution is required to increase the Authorised Share Capital and to amend the Memorandum of Association of the Company. In view of the same, special resolution is proposed for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned financially or otherwise in the proposed resolution.

A copy of the existing Memorandum of Association, together with proposed alteration, is available for inspection at the registered office of the company during the business hours on any working day up to the date of Extra Ordinary General Meeting.

Item No.2

In order to augment the fund requirements for growth of its existing activities, the Board of Directors suggests that the same be arranged by issue of equity shares to the persons other than promoters. Therefore it is proposed to issue 20,00,000 (Twenty Lac) Equity Share of the company by way of preferential allotment. The issue of Equity Shares on preferential basis will be as per (ICDR) Regulations and other applicable laws and other rules / regulations as may be applicable for the same.

It is proposed to issue Equity Shares on preferential basis as follows:

- A. Equity Shares on preferential basis not exceeding 20,00,000 (Twenty Lac) to the investors belonging to Non Promoter Group.
- B. The price per share has been determined in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time ("ICDR Regulations"). The "Relevant Date" for the purpose of calculating the price of Equity Shares is 19th January, 2016 being the date 30 days prior to the date of this Extraordinary General Meeting scheduled.
- C. The issue and allotment of the Equity Shares, as well as listing of those shares, will be in accordance with applicable laws including without limitation the ICDR Regulations, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/or any other statutory / regulatory authority, the Listing Agreements entered into by the Company with the Stock Exchanges.

No allotment on preferential basis has been made during the year and further there is no preferential allotment under process except as proposed in this notice.

The Equity shares allotted would be listed on BSE Limited and Ahmedabad Stock Exchange Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any.

ARCHIT ORGANOSYS LIMITED

The information as required under Companies Act, 2013 and Regulation 73 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is as under:

1. The Objects of the Preferential Issue:

The proceeds will be utilized for any one or in combination with any one or more of the purposes viz. funding of expansion plans/activities; to augment the net worth and the capital base of the Company required for its business growth; to meet the long term working capital requirement of the Company; to improve the capital structure of the Company; general corporate purposes.

2. The total number of equity shares to be issued:

Up to 20,00,000 Equity Shares.

3. The Issue Price:

The Shares of the Company are infrequently traded shares, so the issue price is determined after taking in to accounts various parameters in terms of Regulation 76 (A) and 76 (B) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The issue price of Rs. 30/- (Rupees Thirty Only) per Equity Share is not less than the price determined considering various parameters.

Pursuant to the provisions of Regulation 76 (A) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has obtained necessary certificate with regard to the compliance of the said Regulations and the same is available for inspection to the members also.

4. Relevant Date with reference to which the price has been arrived at:

In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be 19th January, 2016 being the date 30 days prior to the date of this Extraordinary General Meeting.

5. The class or classes of persons to whom the allotment is proposed to be made:

Non Promoters - public.

6. Proposal of the Promoters or Directors or key managerial/management personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel (KMPs) of the Company are subscribing any shares in the proposed offer for allotment of Equity Shares on preferential basis.

7. Proposed time within which the Preferential Issue / allotment shall be completed:

As required under the (ICDR) Regulations, the allotment of Equity Shares shall be completed within a period of fifteen days from the date of passing of this special resolution by the Shareholders provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority/body including stock exchanges or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

8. The names of the proposed allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of the Proposed Allottees	Category	The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee	Pre-preferential Issue Holding		No. of Equity Shares to be allotted	Post Preferential issue Holding after issue of Equity Shares	
				No of Shares	%		No of Shares	%
1.	Mr. Sanjaykumar R. Patel PAN: AHMPP4220G	Non-Promoter	Same as proposed allottee	0	0	5,00,000	5,00,000	9.90
2.	Mr. Rakesh R. Patel PAN: AQCPP1410H	Non-Promoter	Same as proposed allottee	0	0	5,00,000	5,00,000	9.90
3.	Mr. Munjal M. Patel PAN: AFXPP7705F	Non-Promoter	Same as proposed allottee	0	0	2,37,500	2,37,500	4.70
4.	Ms. Mansi M. Patel PAN: ASNPP5939L	Non-Promoter	Same as proposed allottee	0	0	2,37,500	2,37,500	4.70
5.	Ms. Shweta S. Shah PAN: AQFPS5288K	Non-Promoter	Same as proposed allottee	0	0	2,37,500	2,37,500	4.70
6.	Mr. Sagar S. Shah PAN: CKLPS2759H	Non-Promoter	Same as proposed allottee	0	0	2,37,500	2,37,500	4.70
7.	Mr. Umesh G. Parikh PAN: AFEPP4212J	Non-Promoter	Same as proposed allottee	0	0	50,000	50,000	1.00

Voting Rights will change in tandem with the shareholding pattern. There shall be no change in management or control of the Company pursuant to the issue of the equity shares or the resultant conversion.

9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

ARCHIT ORGANOSYS LIMITED**10. The pre issue and post issue shareholding pattern of the Company: The shareholding pattern of the Company pre and post preferential allotment is given below:**

Category	Pre Issue		Post Issue	
	No. of Shares held	% of shareholding	No. of shares held	% of share
A Promoters' Holding:				
(1) Indian:				
Individuals	13,60,121	44.59	13,60,121	26.93
Bodies Corporate	0	0	0	0
Sub Total	13,60,121	44.59	13,60,121	26.93
(2) Foreign Promoters	0	0	0	0
Sub-Total (A)	13,60,121	44.59	13,60,121	26.93
B Non-Promoters holding:				
(1) Institutional Holders / Investor (Financial Institute)	0	0	0	0
(2) Non-Institution:				
Private Corporate Bodies	1,05,888	3.48	1,05,888	2.10
Directors and Relatives	0	0	0	0
Indian Public	15,03,726	49.30	35,03,726	69.38
Others (including NRIs)	80,265	2.63	80,265	1.59
Custodian for GDR	0	0	0	0
Sub Total (B)	16,89,879	55.41	36,89,879	73.07
Grand Total (A+B)	30,50,000	100	50,50,000	100

11. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations, will be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.

12. Lock in period:

The equity shares allotted on preferential basis shall be subject to lock in as per the applicable (ICDR) Regulations, 2009.

13. Pricing & Undertaking to re-compute the price:

Price is determined in terms of Regulation 76 of (ICDR) Regulations. Further, the Company undertakes to re-compute the price of the equity shares, if required, in terms of the provisions of these regulations where it is required to do so.

14. Undertaking to put under lock-in till the recomputed price is paid:

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee.



Consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the (ICDR) Regulations, 2009 and the listing agreement executed by the Company with the Stock Exchanges where the Company's shares are listed.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned financially or otherwise in the proposed resolution.

Date: 19th January, 2016

Registered Office:

Plot No. 25/9/A,

Phase III, G.I.D.C. Naroda,

Ahmedabad - 382 330

**BY ORDER OF THE BOARD
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)
CHAIRMAN**



ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

REDG OFF: PLOT No 25/9-A, PHASE-III, G.I.D.C. NARODA, AHMEDABAD – 382330

PHONE: 91-79- 22821154 E-MAIL: kandarp.amin@archit.org.com

ATTENDANCE SLIP

I /We hereby record my / our presence at the 1st of 2015-16 Extraordinary General Meeting of the Company to be held at Royal Inn Restaurant 1st Floor, Nirman Complex, Opposite Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad – 380009 on Thursday, 18th February, 2016 at 10.30 a.m.

Full name of the Member: _____

Folio No: _____ *DP ID No. _____ *Client ID NO. _____

No. of shares held : _____

Full name of the Proxy : _____

Member's /Proxy's Signature: _____

Note:

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Shareholders are requested to advise, indicating their folio Nos., DP ID*, Client ID*, the change in their address, if any, to the Registrar & Share Transfer Agents, at Link Intime India Private Limited.

*Applicable for investors holding shares in Electronic (Demat) form.



ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

REDG OFF: PLOT No 25/9-A, PHASE-III, G.I.D.C. NARODA, AHMEDABAD – 382330

PHONE: 91-79- 22821154 E-MAIL: kandarp.amin@archit.org.com

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) Rule 2014)

Name of the Member(s)
Registered Address
E-Mail Id
Folio No./ Client Id / Dp. Id
No. of Shares

I / we, being the member(s) of the above named company, hereby appoint:

- Name : _____ Address _____
E-mail ID: _____ Signature _____ or failing him/her
- Name : _____ Address _____
E-mail ID: _____ Signature _____ or failing him/her
- Name : _____ Address _____
E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st of 2015-16 Extraordinary General Meeting of the Company, to be held on Thursday, 18th February, 2016 at 10.30 a.m. at Royal Inn Restaurant 1st Floor, Nirman Complex, Opposite Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad – 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
	SPECIAL BUSINESS		
1.	Increase in Authorised Share Capital of the Company. (Special Resolution)		
2.	Create, offer, Issue and allot Equity Shares on preferential basis. (Special Resolution)		

Signed this _____ day of _____ 2016

Signature of Shareholder _____



Signature of Proxy holder (s) _____

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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
- **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
- Please complete all details including details of member (s) in the above box before submission.

If undelivered please return to :



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