

ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

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

PHONE: 91-79- 22821154 E-MAIL: share@architorg.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of the Company will be held on Thursday, 27th September, 2018 at 11.00 A.M. at S-14 First floor, Ahmedabad Management Association, ATIRA Campus, Dr Vikram Sarabhai Marg, University Area, Ahmedabad - 380015 to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.
- (2) To appoint a Director in place of Smt. Archana Amin (DIN:00038985) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- (3) To consider and if thought fit to pass the following resolution with or without modification(s) as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 if any and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Haresh K Shah (DIN:00133704) an Independent Director of the company since the year 2014, whose term will complete on 31st March 2019, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act being eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive for a term up to March 31, 2024.

- (4) To consider and if thought fit to pass the following resolution with or without modification(s) as a **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 if any and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, Shri Bhupendra V Mehta (DIN:00133677) an Independent Director of the company since the year 2014 whose term will complete on 31st March 2019, and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and being eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive for a term up to March 31, 2024.

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 less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not more than 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. In case the proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy cannot act as a proxy for any other person or shareholder.

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2. Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Members holding shares in electronic form are requested to intimate immediately the change, if any in their registered address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any such change to the Company or its Share Transfer Agent.
4. Members / proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report to the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
7. Corporate members intending to send their authorized representatives to attend the Annual 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 Annual General meeting.
8. The financial statements, the reports and all other documents required under the law to be annexed thereto are 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 annual general meeting will also be available on the website of the Company www.architorg.com for their download.
9. Members desiring to seek information on financial statements to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
10. As per SEBI Circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April, 2018 & BSE Circular No LIST/COMP/15/2018-19 dated 5 July, 2018 the Company has been directed to collect PAN and Bank details of all the physical shareholders. Accordingly, the Members holding shares in physical form are requested to submit the duly filed form attached herewith to the RTA of the Company i.e. LINK INTIME INDIA PVT. LTD. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
11. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id and are advised to approach their Depository Participants in this regard.
12. 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 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.
13. Copies of the Annual Report for the financial year 2017-18 along with notice convening the Annual General Meeting are being sent by electronic mode to all the members whose email addresses are registered with the Company/ DP. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e mail address with the Company are requested to get their e mail ids registered with the Company.

14. Information required to be furnished as required under SS-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Particulars of Director who is proposed to be re-appointed is given below:

Name of Director	Date of Birth	Date of Appointment	Qualification and Expertise in functional areas	Share-holding in the Company	Details of Directorship held in other Companies as on 31.03.2018	#Details of Membership/ Chairmanship of Committee as on 31.03.2018
Smt Archana K. Amin	11/12/1959	01/04/2009	B.sc (Chemistry) Product Procurement, Export Business and Production planning with 13 years of experience in the chemical industry.	26,95,515	Adonis Lifecare Private Limited	NIL
Shri Haresh K. Shah	18/12/1959	01/04/2004	B Com, experience in the field of Accounts and Finance	100	-	2
Shri Bhupendra V. Mehta	31/03/1957	01/04/2004	BSc, proficiency in Marketing Field	100	-	2

1. Smt. Archana K. Amin, Whole Time Director of the Company is spouse of Shri Kandarp K. Amin, Whole Time Director of the Company and Mother of Shri. Archit K. Amin, Whole Time Director of the Company.
 2. Shri Haresh Shah and Shri Bhupendra Mehta are not related to any other directors and Promoters of the Company.
15. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 (India) Limited, who will be facilitating remote e-voting facility to enable the Members to cast their vote electronically. The Members can cast their vote online from 10.00 AM on Monday, September 24, 2018 to 5.00 P.M. on Wednesday, September 26, 2018 (Both days Inclusive). The Members shall refer to the detailed procedure on e-voting given herewith.
16. A Route Map showing the Directions to reach the venue of the 25th Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards-2 on General Meeting.
17. The Board of Directors has appointed M/s. Parikh Dave & Associates Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and poll process at the Annual General Meeting in a fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Annual 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.
18. The result will be declared on receipt of Scrutinizer's 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 (www.cdsindia.com). The Company shall simultaneously forward the results to Stock Exchanges where the equity shares of the Company are listed, within the prescribed period.
19. 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.
20. A member may participate in the Annual General Meeting even after exercising his right to vote through electronic means, but shall not be allowed to vote again at the Annual General Meeting.
21. Members are requested to vote only through electronic system or through poll/ballot at the Annual General Meeting and in no other form. In case the member casts his vote through both the processes, the vote casted in electronic mode would prevail, and shall be considered final.

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22. Members who hold shares in electronic form are requested to write their DPID 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 Annual General meeting to facilitate identification of membership at the Annual General meeting.
23. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only.
24. Any person who acquires shares of the Company after the dispatch of the Notice and holds shares as on cut-off date, may cast the vote after following the instructions for remote e-voting as provided in the notice convening the meeting. However, if you are already registered with the CDSL for remote e-voting, then you can use the existing User-Id and password for casting your vote.
25. Mr. Darshan Kinkhbawala, Company Secretary, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including remote e-voting. His contact details are - Email: share@architorg.com Phone/ Mobile No.:079-26873340 at 9th Floor, Venus Benecia, Nr. Pakwan Restaurant, S.G. Highway, Ahmedabad-380054.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10.00 AM on Monday, September 24, 2018 to 5.00 P.M. on Wednesday, September 26, 2018 (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 Thursday, September 20, 2018 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 voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend\ Bank Details OR 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. <ul style="list-style-type: none">• 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 (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 remote 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 of 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.
- (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) Shareholders can also use Mobile app - “m - Voting” for e- voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) 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 remote 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	Partner of M/s. Parikh Dave & Associates Practicing Company Secretaries, Ahmedabad Email id: evoting@parikhdave.com

Place : Ahmedabad
Date: August 13, 2018
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 & Whole Time Director
DIN: 00038972

ARCHIT ORGANOSYS LIMITED

Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013

For Item No. 3

Shri Haresh K Shah aged about 58 years is commerce graduate. He is chairman of the Audit, Stakeholders Relationship and Nomination and Remuneration Committee of the Board of Directors.

Shri Haresh K. Shah has been appointed as a Non Executive and Independent Director on the Board of the Company for the period of 5 years w.e.f. 1 April, 2014 to 31st March 2019.

A notice has been received from a member proposing him as a Candidate for the Office of Director of the Company.

Based on the performance evaluation and on recommendation of Nomination and Remuneration Committee his re-appointment as an Independent Director for further term of five consecutive years upto March 31, 2024 is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. In view of the same your directors propose to pass the above resolution as a Special Resolution.

In the Opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as an independent director of the Company and is independent to the management. Copy of the draft letter for re-appointment of Shri Haresh K Shah as an independent director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday and Sunday upto date of Annual General Meeting.

Except Shri Haresh K Shah being an appointee none of the directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed resolution.

For Item No. 4

Shri Bhupendra V. Mehta aged about 61 years holds Bachelor degree in Science. He is a Member of the Audit, Stakeholders Relationship and Nomination and Remuneration Committee of the Board of Directors.

Shri Bhupendra V. Mehta has been appointed as a Non Executive and Independent Director on the Board of the Company for the period of 5 years w.e.f. 1 April, 2014 to 31st March 2019.

A notice has been received from a member proposing him as a Candidate for the Office of Directors of the Company.

Based on the performance evaluation and on recommendation of Nomination and Remuneration Committee his re-appointment as an Independent Director for further term of five consecutive years upto March 31, 2024 is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. In View of the same your directors propose to pass the above resolution as a Special Resolutions.

In the Opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as an independent director of the Company and is independent to the management. Copy of the draft letter for re-appointment of Shri Bhupendra V. Mehta as an independent director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday and Sunday upto date of Annual General Meeting.

Except Shri Bhupendra V. Mehta being an appointee none of the directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the proposed resolution.

PLACE : Ahmedabad

DATE: August 13, 2018

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 & Whole Time Director
DIN: 00038972**

AGM Venue

