

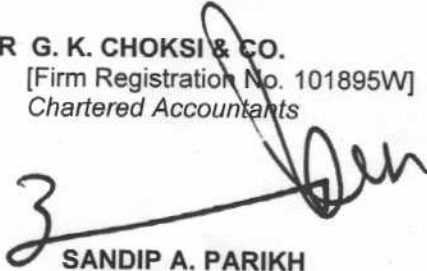
**FORM B**

**Format of covering letter of the Annual report**

1.	Name of the Company	ARCHIT ORGANOSYS LIMITED
2.	Annual Financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit qualification	<p>Qualified Report subject to/except for</p> <ol style="list-style-type: none"> <li>1. The company had entered into derivative contract for sale of foreign currency with HDFC Bank Ltd. in financial year 2008-2009 which has resulted into loss to the tune of ` 1,97,52,367/- against which the sum of ` 55,06,598/- has already been paid to HDFC Bank Ltd. and charged to Statement of Profit and Loss in the aforesaid financial year. Consequent to adjustment of fixed deposits amounting to ` 23,64,200/- against the balance loss of ` 1,42,45,769/- the liability on account of aforesaid loss as per bank statement provided upto 31<sup>st</sup> Jan 2013 stands to ` 1,47,07,069/- including interest which has not been provided for by the company. Such non provision of liability has resulted into non compliance of Accounting Standard 29 issued by Institute of Chartered Accountants of India and also resulted into understatement of current liabilities. Since the interest/charges, if any, for the period from 1<sup>st</sup> February, 2013 to 31<sup>st</sup> March, 2015 has not been intimated to company, the impact thereof on profit for the year under review could not be ascertained.</li> <li>2. The company has not yet compiled the requisite information, related to suppliers who have registered themselves under the Micro, Small And Medium Enterprises Development Act, 2006. In the absence of relevant information the requisite disclosures are not made in the financial statements.</li> <li>3. Clause (i) of Annexure to Audit Report <ol style="list-style-type: none"> <li>1.(a) The Company has not compiled fixed assets records to show full particulars, including quantitative details and situation of fixed assets.</li> <li>(b) We were informed that the fixed assets were not physically verified by the Management at reasonable intervals. Therefore we are unable to comment on material discrepancies if any.</li> </ol> </li> </ol>

		2. <i>Clause (iv) of Annexure to Audit Report with respect to internal control needs to be strengthen with regard to purchase of inventory and fixed assets.</i>
4.	Frequency of qualification	The qualifications are being repeated since long except qualification no.2 above which appears in Financial year 2010-2011.
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report :	Reference is invited to note 30 of financial statement basis for qualified opinion para of the independent auditors report with regards to non provision of liability in respect of derivative loss.  Reference is invited to Reply to auditor's qualification para in Director's Report which is self explanatory.
6.	Additional Comments from the Board/Audit committee Chair:	Although the company has paid a certain liability on account of derivative losses incurred by the company, the management is of the opinion that since the matter is subjudice and pending for final disposal by Debt Recovery Tribunal, Mumbai, the aforesaid liability is of contingent nature and therefore, no provision is made in respect thereof.

**FOR G. K. CHOKSI & CO.**  
[Firm Registration No. 101895W]  
Chartered Accountants



**SANDIP A. PARIKH**  
Partner

Mem. No. 40727

Place : Ahmedabad

Date : 25 MAY 2015



**KANDARP AMIN**  
Whole Time  
Director



**AJAY PATEL**  
Chief Financial  
Officer



**HAREESH SHAH**  
Audit Committee  
Chairman

Place : Ahmedabad

Date : 25/05/15

# **ARCHIT ORGANOSYS LIMITED**

CIN: L24110GJ1993PLC019941

**Annual Report 2014-2015**

# ARCHIT ORGANOSYS LIMITED

## BOARD OF DIRECTORS

Shri Kandarp K. Amin  
Smt. Archana K. Amin  
Shri Bhupen Mehta  
Shri Haresh Shah  
Shri Dipesh Kotak  
Shri Sanjay Kothari

## BANKERS

Union Bank of India,  
S.S.I. Branch,  
Ashram Road, Ahmedabad - 380 014.

## AUDITORS

G. K. Choksi & Co.  
Ahmedabad

## REGISTERED OFFICE

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

## WORKS

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

**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](mailto:kandarp.amin@archit.org.com)

**NOTICE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of the Company will be held on Thursday, 10<sup>th</sup> September, 2015 at 11.00 a.m. at Royal Inn Restaurant 1<sup>st</sup> Floor, Nirman Complex, Opposite Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad – 380009 to transact the following business:

**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt financial statements of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2015, Statement of Profit and Loss and Cash Flow for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
- (2) To appoint a Director in place of Shri Kandarp Amin (holding DIN: 00038972) who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, M/s. G. K. Choksi & Co., Chartered Accountants, (Firm Reg. no. 101895W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

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

**REGISTERED OFFICE**

**PLOT NO. 25/9-A, PHASE III,  
G.I.D.C. NARODA, AHMEDABAD - 382 330  
DATE: 27<sup>th</sup> July, 2015**

**(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. Members are requested to notify immediately the change, if any in their registered address to the Company or its Share Transfer Agent.
3. The Register of Members and Share Transfer Book of the Company shall remain closed from Monday, 7<sup>th</sup> September, 2015 to Thursday, 10<sup>th</sup> September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
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. 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.
6. 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.
7. The annual accounts, 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](http://www.architorg.com). for their download.

## ARCHIT ORGANOSYS LIMITED

8. Members desiring to seek information on Annual Accounts 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.
9. 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.
10. Copies of the Annual Report for the year 2014-15 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.
11. Information required to be furnished under the Listing Agreement, as required under the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be re-appointed, are given below:

Name of Director	Date of Birth	Date of Appointment	Qualification and Expertise	Shareholding in the Company
*Shri Kandarp Amin	20/08/1957	22/01/2000	B. Com, Finance, Legal and Marketing.	7,10,660

\* Shri Kandarp K. Amin, Chairman and Whole Time Director of the Company is spouse of Smt. Archana K. Amin, Whole Time Director of the Company.

12. 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 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 e-voting to enable the Members to cast their vote electronically. The Members can cast their vote online from 10.00 AM on 7<sup>th</sup> September, 2015 to 5.00 P.M. on 9<sup>th</sup> September, 2015 (Both days Inclusive). The Members shall refer to the detailed procedure on e-voting given hereunder.
13. The instructions for e-voting are set out hereunder.
14. The Board of Directors has appointed Shri Umesh Parikh, Proprietor of M/s. Umesh Parikh & Associates, Practicing Company Secretaries, (Membership No. 2413) as the Scrutinizer to scrutinize the 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.
15. 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](http://www.architorg.com)) and on the website of agency ([www.cdsindia.com](http://www.cdsindia.com)).
16. 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.
17. A member may participate in the Annual General Meeting even after exercising his right to vote through electronics means, but shall not be allowed to vote again at the Annual General Meeting.
18. 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 processed, the vote casted in electronic mode would prevail, and shall be considered final.
19. 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 Annual General meeting to facilitate identification of membership at the Annual General meeting.
20. Mr. Shaileshbhai Kadia, head of Secretarial Department of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are - Email: [share@architorg.com](mailto:share@architorg.com) Phone / Mobile No. : 9328877743

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period commences at 10.00 a.m. on 7<sup>th</sup> September, 2015 and ends at 5.00 p.m. on 9<sup>th</sup> September, 2015 (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 3<sup>rd</sup> September, 2015 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](http://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](http://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:

<b>For Members holding shares In Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>· 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 Cover letter.</li> <li>· 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.</li> </ul>
<b>DOB</b>	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.
<b>Dividend\ Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>· 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).</li> </ul>

- (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 No., 150803005 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.
- (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.

## ARCHIT ORGANOSYS LIMITED

(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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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:	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Scrutinizer	Shri Umesh G. Parikh (Proprietor of M/s. Umesh Parikh & Associates) Practicing Company Secretaries Email id: <a href="mailto:info@parikhdave.com">info@parikhdave.com</a>

**REGISTERED OFFICE**  
PLOT NO. 25/9-A, PHASE III,  
G.I.D.C. NARODA, AHMEDABAD - 382 330  
DATE: 27<sup>th</sup> July, 2015

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

**(KANDARP K. AMIN)  
CHAIRMAN**



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting the 22<sup>nd</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2015.

**FINANCIAL RESULTS:**

The operating results of the Company for the year ended on 31<sup>st</sup> March, 2015 are briefly indicated below:

	(₹ in lacs)	
	Year 2014-2015	Year 2013-2014
Profit / (loss) Before Depreciation and Taxation	183.58	118.64
Depreciation	42.86	29.60
<b>Profit / (Loss) before Taxation</b>	<b>140.72</b>	<b>88.74</b>
Provision for taxation - For Current Tax	55.63	27.00
Provision for taxation - For Deferred Tax	-6.11	2.15
MAT credit Entitlement	11.64	0.00
<b>Profit / (Loss) after Taxation</b>	<b>79.56</b>	<b>59.59</b>
<b>Appropriations:</b>		
Proposed Dividend	0.00	0.00
Transfer to General Reserve	0.00	0.00

**DIVIDEND**

In order to plough back resources, your directors do not recommend any payment of dividend for the financial year.

**PERFORMANCE OF THE COMPANY & FUTURE PROSPECTS.**

During the year under review, revenue from operation has increased to ₹ 5667.82 Lacs from ₹ 5078.93 Lacs in the previous year, at a growth rate of 11.59%.

Profits before Tax for the year has increased to ₹ 140.72 Lacs from ₹ 88.74 Lacs in previous year at a growth rate of 59.19%. Further details are given in management discussions and analysis report.

**MATERIAL CHANGES DURING THE FINANCIAL YEAR:**

There were no material changes affecting the financial position of the Company during the financial year 2014-15.

**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT.**

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussions & Analysis Report is attached as separate **Annexure II** to this Report.

**DEPOSITS**

The Company has not accepted or renewed any deposits from public falling within the purview of Section 73 of Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014.

**CORPORATE SOCIAL RESPONSIBILITY:**

Your Company does not fall under the criteria mentioned in the provision of Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the constitution of CSR Committee is not applicable and accordingly the Company is not required to spend any amount in CSR Activity.

**DIRECTORS**

Pursuant to the provisions of Section 149, 152 and other applicable provisions if any, of the Companies Act, 2013, one-third of such Directors as are liable to retire by rotation, shall retire by rotation every year and if eligible offers themselves for reappointment at every Annual General Meeting. Accordingly Shri Kandarp Amin Chairman and Whole-Time Director of the Company will retire by rotation at the ensuing Annual General Meeting and he being eligible offers himself for re-appointment in accordance with the provisions of Companies Act, 2013. Your Directors recommended his re-appointment.

## KEY MANAGERIAL PERSONNEL:

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Shri Kandarp Amin - Whole Time Director
2. Shri Ajay Patel - Chief Financial Officer

## EXTRACT OF THE ANNUAL RETURN:

Extract of the Annual Return as on 31<sup>st</sup> March, 2015 in the prescribed form MGT - 9, pursuant to provisions of Section 92(3) of the Companies Act, 2013 and the Companies (Management and Administration) Rules 2014, is annexed to this report as **Annexure III**.

## CORPORATE GOVERNANCE REPORT

As per Clause 49 of the listing agreement entered into with the stock exchanges, Corporate Governance Report with Auditors' certificate thereon is attached as **Annexure**, forming part of this report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the Directors' responsibility Statement, the Directors Confirm that:

- i. in the preparation of the annual accounts for the financial year 2014-15, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- iii. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## NUMBER OF BOARD MEETINGS:

During the year the Board of Directors duly met Six (6) times. The details of the Board Meetings are provided in the Corporate Governance Report which is annexed to the Report.

## INSURANCE

The properties and assets of the Company are adequately insured.

## DECLARATION BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 134 of the Companies Act, 2013 with respect to the declaration given by the Independent Director of the Company under Section 149 (6) of the Companies Act, 2013, the Board hereby confirms that all the Independent Directors have given declarations and further confirms that they meet the criteria of Independence as per the provisions of Section 149 (6).

## PERFORMANCE EVALUATION OF THE BOARD COMMITTEES AND INDEPENDENT DIRECTORS:

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of listing agreement and on recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors of the Company has laid down the criteria for evaluation of its own performance, its Committees and individual directors including independent Directors.

The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the director being evaluated.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

**POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION:**

Pursuant to the requirements of Section 134 and 178 of the Companies Act, 2013, the policy on appointment of Board Members and policy on remuneration of the Directors, KMPs and other employees as attached as **Annexure IV** to this report.

**SECRETARIAL AUDIT REPORT:**

M/s. Parikh Dave & Associates, Practicing Company Secretaries, were appointed as secretarial Auditors of the Company for the financial year 2014-15 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in prescribed form MR-3 is attached as **Annexure V** to this report.

There are no qualifications or other observations or remarks of the Secretarial Auditors in the Report issued by them for the financial year 2014-15 which call for any explanation from the Board of Directors.

**CONTRACTS OR AGREEMENTS WITH RELATED PARTIES:**

Pursuant to the provisions of Section 134 of the Companies Act, 2013 all the Contracts and arrangements with related parties under Section 188 of the Companies Act, 2013 entered by the Company during the financial year were in ordinary course of Business and on arms' length basis. Details of the transactions are as mentioned in **Annexure VII**.

During the year the Company has not entered into any contracts or arrangements with related parties which could be construed "Material" according to the policy of the Company on materiality of related party transactions. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial Statement.

**DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Details pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure VI** to this report.

**INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:**

The Company has adopted internal control system considering the nature of its business and the size and complexity of operations. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures etc. The management is taking further steps to strengthen the internal control system.

**RISK MANAGEMENT POLICY:**

The Company has structured risk management policy as per the requirements of Listing Agreement entered with the Stock Exchanges. The Risk management Policy is designed to safeguard the organization from various risks through timely actions. It is designed to mitigate the risk in order to minimize the impact of the risk on the Business.

In the opinion of the Board there has been no identification of element of Risk that may threaten the existence of the Company.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The Company has not made any Loans or provided any guarantee or has made any investments falling under purview of Section 186 of the Companies Act, 2013 during the financial year 2014-15.

**STUTORY AUDITORS:**

M/s. G. K. Choksi & Co., Chartered Accountants, (FRN: 101895W) Statutory Auditors of the Company retires at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment. The Board recommends their re-appointment at the ensuing Annual General Meeting.

**AUDITORS' OBSERVATIONS:**

With regard to the observation of auditors regarding:-

1. Non provision of the option loss including interest, the management is of the opinion that the said liability is of contingent nature and for the same, legal matter is pending at DRT Mumbai. In view of the same, it is not recognized as the liability and hence no provision has been made for the option loss and interest thereon.

## **ARCHIT ORGANOSYS LIMITED**

2. The Company is yet to initiate the process of obtaining confirmation from suppliers who have registered themselves under Micro, Small and Medium Enterprises Development Act, 2006. In the absence of relevant information, the balance due to micro, small and medium enterprises and interest paid and payable under MSMED Act, 2006 could not be complied with and disclosed.
3. The Company is in process of preparing / compiling the records of Fixed Assets including the quantitative and situation of fixed assets. Once the records have been compiled, the management would verify the fixed assets physically, however the company has a regular programme of verification which is reasonable having regard to the size of the company and nature of its business.

### **DISCLOSURE OF AUDIT COMMITTEE:**

The Audit Committee of the Company as on 31<sup>st</sup> March, 2015 consists of following Directors as its members:

1. Shri Haresh Shah – Chairman
2. Shri Bhupen Mehta – Member
3. Shri Dipesh Kotak - Member

### **VIGIL MECHANISM :**

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower Policy. Through this policy Directors, Employees or business associates may report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code etc. to the Chairman of the Audit Committee.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure I** which is attached to this report.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall affect the going concern status of the Company's operations.

### **INDUSTRIAL RELATIONS:**

The Company has maintained cordial relations with the employees of the Company throughout the year. The Directors wishes to place on record sincere appreciation for the services rendered by the employees of the Company during the year.

### **ACKNOWLEDGEMENT:**

The Board is thankful to its bankers for their continued support and assistance, which has played important role in progress of the Company.

Your Directors places on records the contribution of employees of the Company at all levels and other business associates for their commitment, dedication and respective contribution to the Company's operations during the year under review.

**Registered Office**  
Plot No. 25/9-A, Phase III,  
G.I.D.C. Naroda, Ahmedabad - 382 330  
Date: 27<sup>th</sup> July, 2015

**FOR AND ON BEHALF OF THE BOARD  
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)  
CHAIRMAN**

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

as on financial year ended on 31st March, 2015

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

I REGISTRATION & OTHER DETAILS:					
i	CIN	L24110GJ1993PLC019941			
ii	Registration Date	4th August, 1993			
iii	Name of the Company	ARCHIT ORGANOSYS LIMITED			
iv	Category/Sub-category of the Company	Company Limited by shares / India Non Government Company			
v	Address of the Registered office & contact details	PLOT NO 25/9-A PHASE-III GIDC NARODA, AHMEDABAD - 382330			
vi	Whether listed company	Yes			
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT. LTD. 303, Shopper's Plaza, - V, Opp Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad - 380009			
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					
SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company		
1	Mono Chloco Acetic Acid	24119	42.42%		
2	Ethyle Acetate	24119	17.24%		
III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES					
Sr. No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N.A.					

# ARCHIT ORGANOSYS LIMITED

## IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category - wise share holding

Category of Shareholders	No. of Shares held at the beginning of the year(01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	1349177	5200	1354377	44.4058	1365421	6000	1371421	44.96462	0.558819672
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/Fl	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>1349177</b>	<b>5200</b>	<b>1354377</b>	<b>44.4058</b>	<b>1365421</b>	<b>6000</b>	<b>1371421</b>	<b>44.96462</b>	<b>0.558819672</b>
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1349177</b>	<b>5200</b>	<b>1354377</b>	<b>44.4058</b>	<b>1365421</b>	<b>6000</b>	<b>1371421</b>	<b>44.96462</b>	<b>0.558819672</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII/S	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(2) Non Institutions									
a) Bodies corporates									
i) Indian	900	100000	100900	3.308197	11320	100000	111320	3.649836	0.341639344
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	339068	1190200	1529268	50.13993	335703	1164900	1500603	49.2001	-0.939836066
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (specify)									
NON RESIDENT INDIANS (REPAT)	3100	54400	57500	1.885246	1100	54400	55500	1.819672	-0.06557377
NON RESIDENT INDIANS (NON REPAT)	500	0	500	0.016393	500	0	500	0.016393	0
CLEARING MEMBER	7455	0	7455	0.244426	10656	0	10656	0.349377	0.10495082
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>351023</b>	<b>1344600</b>	<b>1695623</b>	<b>55.5942</b>	<b>359279</b>	<b>1319300</b>	<b>1678579</b>	<b>55.03538</b>	<b>-0.558819672</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total: (A+B+C)</b>	<b>1700200</b>	<b>1349800</b>	<b>3050000</b>	<b>100</b>	<b>1724700</b>	<b>1325300</b>	<b>3050000</b>	<b>100</b>	<b>0</b>

**(ii) SHARE HOLDING OF PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% change in share holding 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	Kandarp Amin	702694	23.039	0	710660	23.300	0	0.26
2	Archana Amin	588218	19.286	0	597296	19.583	0	0.30
3	Archit Kandarpbhai Amin	46400	1.521	0	46400	1.521	0	0.00
4	Suchit Kandarp Amin	17065	0.560	0	17065	0.560	0	0.00
	<b>Total:</b>	<b>1354377</b>	<b>44.406</b>	<b>0</b>	<b>1371421</b>	<b>44.965</b>	<b>0</b>	<b>0.56</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	<b>KANDARP AMIN</b>				
	At the beginning of the year	702694	23.04	702694	23.04
	purchase on 24th July, 2014	5051	0.17	707745	23.20
	purchase on 25th July, 2014	1300	0.04	709045	23.25
	Transfer on 9th October, 2014	800	0.03	709845	23.27
	purchase on 13th November, 2014	815	0.03	710660	23.30
	<b>At the end of the year</b>			<b>710660</b>	<b>23.30</b>
2	<b>ARCHANA AMIN</b>				
	At the beginning of the year	588218	19.29	588218	19.29
	purchase on 7th October, 2014	8700	0.29	596918	19.57
	purchase on 10th October, 2014	578	0.02	597496	19.59
	sale on 27th November 2014	200	0.01	597296	19.58
	<b>At the end of the year</b>			<b>597296</b>	<b>19.58</b>
3	<b>ARCHIT KANDARPBHAI AMIN</b>				
	At the beginning of the year	46400	1.52	46400	1.52
	<b>At the end of the year</b>			<b>46400</b>	<b>1.52</b>
4	<b>SUCHIT KANDARP AMIN</b>				
	At the beginning of the year	17065	0.56	17065	0.56
	At the end of the year			<b>17065</b>	<b>0.56</b>
5	<b>ARCHIT KANDARPBHAI AMIN</b>				
	At the beginning of the year	5000	0.16	5000	0.16
	At the end of the year			<b>5000</b>	<b>0.16</b>

**ARCHIT ORGANOSYS LIMITED**
**(iv) Shareholding Pattern of top ten Shareholders  
(other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	<b>SOUTHERN INDIA DEPOSITORY SERVICES P LTD</b>				
	At the beginning of the year	100000	3.28	100000	3.28
	At the end of the year			<b>100000</b>	<b>3.28</b>
2	<b>VEENABEN GHANSHYAMBHAI PATEL</b>				
	At the beginning of the year	8500	0.28	8500	0.28
	At the end of the year			<b>8500</b>	<b>0.28</b>
3	<b>MASTER CAPITAL SERVICES LTD</b>				
	At the beginning of the year	0	0.00		
	purchase on 19th June, 2014	50	0.00	50	0.00
	purchase on 24th July, 2014	100	0.00	150	0.00
	purchase on 10th December, 2014	900	0.03	1050	0.03
	purchase on 18th December, 2014	850	0.03	1900	0.06
	purchase on 22nd December, 2014	200	0.01	2100	0.07
	purchase on 1st January, 2015	400	0.01	2500	0.08
	purchase on 8th January, 2015	595	0.02	3095	0.10
	purchase on 13th January, 2015	300	0.01	3395	0.11
	purchase on 29th January, 2015	500	0.02	3895	0.13
	purchase on 3rd February, 2015	321	0.01	4216	0.14
	purchase on 12th March, 2015	100	0.00	4316	0.14
	purchase on 18th March, 2015	1011	0.03	5327	0.17
	purchase on 26th March, 2015	2119	0.07	7446	0.24
	<b>At the end of the year</b>			<b>7446</b>	<b>0.24</b>
4	<b>RAMESH SANGHVI</b>				
	At the beginning of the year	7100	0.2328	7100	0.2328
	At the end of the year			<b>7100</b>	<b>0.2328</b>
5	<b>SURESH GADALEY</b>				
	At the beginning of the year	0	0	0	0
	purchase on 13th November, 2014	900	0.03	900	0.03
	purchase on 19th November, 2014	3233	0.11	4133	0.14
	purchase on 25th November, 2014	2224	0.07	6357	0.21
	<b>At the end of the year</b>			<b>6357</b>	<b>0.21</b>
6	<b>ALKA GOSWAMI</b>				
	At the beginning of the year	6000	0.20	6000	0.20
	At the end of the year			<b>6000</b>	<b>0.20</b>
7	<b>SSJ FINANCE &amp; SECURITIES PVT. LTD.</b>				
	At the beginning of the year	5555	0.18	5555	0.18
	At the end of the year			<b>5555</b>	<b>0.18</b>
8	<b>MUKESH R. PATEL</b>				
	At the beginning of the year	5300	0.17	5300	0.17
	At the end of the year			<b>5300</b>	<b>0.17</b>
9	<b>DR. VAGISHKUMAR GOSWAMI</b>				
	At the beginning of the year	5000	0.16	5000	0.16
	At the end of the year			<b>5000</b>	<b>0.16</b>
10	<b>ISHVARLAL B. PATEL,</b>				
	At the beginning of the year	5000	0.16	5000	0.16
	At the end of the year			<b>5000</b>	<b>0.16</b>
11	<b>S. SIVA PRASAD GUPTA</b>				
	At the beginning of the year	5000	0.16	5000	0.16
	At the end of the year			<b>5000</b>	<b>0.16</b>



## (v) Shareholding of Directors &amp; KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	<b>KANDARP AMIN</b>				
	At the beginning of the year	702694	23.04	702694	23.04
	purchase on 24th July, 2014	5051	0.17	707745	23.20
	purchase on 25th July, 2014	1300	0.04	709045	23.25
	Transfer on 9th October, 2014	800	0.03	709845	23.27
	purchase on 13th November, 2014	815	0.03	710660	23.30
	<b>At the end of the year</b>			<b>710660</b>	<b>23.30</b>
2	<b>ARCHANA AMIN</b>				
	At the beginning of the year	588218	19.29	588218	19.29
	purchase on 7th October, 2014	8700	0.29	596918	19.57
	purchase on 10th October, 2014	578	0.02	597496	19.59
	sale on 27th November 2014	200	0.01	597296	19.58
	At the end of the year			<b>597296</b>	<b>19.58</b>
3	<b>BHUPENDRA MEHTA</b>				
	At the beginning of the year	0	0	0	0
	purchase on 15th September, 2014	100	0.00	100	0.00
	At the end of the year			<b>100</b>	<b>0.00</b>
4	<b>HARESH SHAH</b>				
	At the beginning of the year	0	0	0	0
	purchase on 15th September, 2014	100	0.00	100	0.00
	At the end of the year			<b>100</b>	<b>0.00</b>
5	<b>SANJAY KOTHARI</b>				
	At the beginning of the year	2000	0.07	2000	0.07
	At the end of the year			<b>2000</b>	<b>0.07</b>
6	<b>DIPESH KOTAK</b>				
	At the beginning of the year	0	0	0	0
	purchase during the year	0	0	0	0
	At the end of the year			<b>0</b>	<b>0</b>
7	<b>AJAY PATEL</b>				
	At the beginning of the year	0	0	0	0
	purchase on 15th September, 2014	100	0	100	0
	At the end of the year			<b>100</b>	<b>0</b>

# ARCHIT ORGANOSYS LIMITED

## V INDEBTEDNESS

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

	Secured Loans excluding deposits from Banks & Financial Institutions	Unsecured Loans from Directors	Inter-Corporate Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2,299,888	20,000,000	7,850,000	30,149,888
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	2,299,888	20,000,000	7,850,000	30,149,888
<b>Change in Indebtedness during the financial year</b>				
Additions	6,546,488	4,056,966	2,524,832	13,128,286
Reduction	1,689,106	14,956,966	1,182,484	17,828,556
<b>Net Change</b>	4,857,382	(10,900,000)	1,342,348	(4,700,270)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	7,157,270	9,100,000	8,450,000	24,707,270
ii) Interest due but not paid			742,348	742,348
iii) Interest accrued but not due				-
<b>Total (i+ii+iii)</b>	7,157,270	9,100,000	9,192,348	25,449,618

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
1	<b>Gross salary</b>	Kandarp Krishnakant Amin	Archana Kandarp Amin	
(a)	Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	1,320,000	1,500,000	2,820,000
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others (specify)	-	-	-
5	Others, please specify			
	<b>Total (A)</b>	1,320,000	1,500,000	2,820,000
	<b>Ceiling as per the Act</b>	4,200,000	4,200,000	8,400,000

**B. Remuneration to other directors:**

Sl.No	Particulars of Remuneration	Name of the Directors
1	Independent Directors	<b>None</b>
(a)	Fee for attending board committee meetings	
(b)	Commission	
(c)	Others, please specify	
	<b>Total (1)</b>	
2	Other Non Executive Directors	
(a)	Fee for attending board committee meetings	
(b)	Commission	
(c)	Others, please specify.	
	<b>Total (2)</b>	
	<b>Total (B)=(1+2)</b>	
	<b>Total Managerial Remuneration</b>	
	<b>Overall Ceiling as per the Act.</b>	

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	<b>Gross Salary</b>	CEO	Company Secretary	CFO	Total
(a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	None	-	199,800	199,800
(b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	-	199,800	199,800

**ARCHIT ORGANOSYS LIMITED****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)
<b>A. COMPANY</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NONE		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NONE		
Compounding					

For and on behalf of the Board,  
For Archit Organosys Limited

Date : 27th July, 2015  
Place : Ahmedabad

(Kandarp K. Amin)  
Chairman

**ANNEXURE I**

**Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo:**

<b>(A)</b>	<b>Conservation of energy:</b>	
<b>(i)</b>	<b>the steps taken or impact on conservation of energy;</b> The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day to day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy The office area is designed in such a way that during day time not much artificial lighting is necessary in the office.	
<b>(ii)</b>	<b>the steps taken by the company for utilizing alternate sources of energy;</b> N.A.	
<b>(iii)</b>	<b>the capital investment on energy conservation equipments</b> Company is continuously monitoring and making effort for optimum utilization of equipments which ensures to conserve energy during routine operations itself. There is no specific investment plan for energy conservation.	
<b>(B)</b>	<b>Technology Absorption:</b>	
<b>(i)</b>	<b>the efforts made towards technology absorption;</b> Company has always been making best effort towards technology absorption, adaptation and innovation to improve the quality.	
<b>(ii)</b>	<b>the benefits derived like product improvement, cost reduction, product development or import substitution</b> It improves the quality of company's products being manufactured and reduces the cost of production.	
<b>(iii)</b>	<b>in case of imported technology (imported during the last three years reckoned from the beginning of the financial year:-</b> N.A. (a) the details of technology imported; N.A. (b) the year of import N.A. (c) whether the technology been fully absorbed N.A. (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A.	
<b>(iv)</b>	<b>the expenditure incurred on Research and Development</b>	NIL
<b>FOREIGN EXCHANGE EARNINGS AND OUTGO:</b>		
Foreign Exchange earnings equivalent to ₹ 2102.63 Lacs (Previous Year ₹ 1581.37 Lacs)		
Out go of foreign exchange equivalent to ₹ 585.54 Lacs (Previous Year ₹ 899.74 Lacs).		

**Registered Office**

Plot No. 25/9-A, Phase III,  
G.I.D.C. Naroda, Ahmedabad - 382 330  
Date: 27<sup>th</sup> July, 2015

**FOR AND ON BEHALF OF THE BOARD  
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)  
CHAIRMAN**

**Annexure II**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industry Structure and Developments:**

The Company is primarily engaged in the business of manufacturing and sale of various chemical products.

The Company has capacity to withstand in the market and face the stiff competition prevailing in the chemical business market. The financial year 2014-15 has been good for our Company.

**Opportunities and Outlook:**

The Company is optimistic about its growth prospectus in the future. The Company has been concentrating on building brand image in the market.

The Company is facing stiff competition from various chemicals companies in domestic market. However, Company is well positioned to leverage the opportunities to manage the challenges that have arisen in domestic market.

**Outlook:**

The Company expects to increase its market share in the existing market by increasing its product range through new product launches, especially in pharma industry, expanding its geographical coverage in more regions and undertaking large job contracts. We are cautiously optimistic of our prospects and believe that the year will go a long way in stabilizing our growth path. The Company also concentrates on adding new products to its existing product range. The Company also puts more efforts in R & D activities, reduction in process cycles, and improvement in existing process etc. The company is also diversifying in to pharma line, by importing bulk drugs and marketing in local market, apart from that the company is also looking to acquire a new unit of pharma formulation which will help the company to diversify its wings in the ever growing pharmaceutical industry. This would also help the Company to perform better in coming years.

**Risk and Concerns:**

Company is facing competition from various small-scale manufacturers in certain products. Manufacturing cost and administrative costs are also increasing day by day. But Company is equipped to meet the challenges by better marketing tactics, and effective management of cost and expenses.

The Company is also required to follow and maintain the norms laid down by Gujarat Pollution Control Board (GPCB) for discharge of its effluents. The Company is adhering to the norms laid down by GPCB and has spent a large amount of funds on changing the old machinery and erecting new machines which adhere to the new stringent laws of GPCB.

**Internal Control Systems and their adequacy:**

The Company has an adequate system of Internal Control relating to purchase of stores, raw materials, plant & machineries, equipments & various components and for the sale of goods commensurate with the size and nature of business of the Company.

The system of Internal Control of the Company is adequate keeping in mind the size and complexity of your Company's business. Systems are regularly reviewed to ensure effectiveness.

**Financial Performance:**

Financial Performance with respect to Operational Performance is discussed in the main part of the Report. Operational expenditures have also increased because of the increased financial commitments.

**Material Developments In Human Resources / Industrial Relations:**

The Chemical industry is knowledge driven, considering this aspect we continue to build our team with high quality talent. The Company is putting thrust on providing training both in-house and outside. The key personnel are technically qualified and fully trained to run chemical plants.

Company has developed in house quality products of SMCA powder in to crystal form for the first time in Indian market. This product is developed by Mr. Archit Amin, who has studied in U.S.A. This will fetch goods business in export markets with better profitability.

The Company maintains cordial & harmonious relation with its employees.

**New Product Developing:**

We have developed a new product in adhesives & sealants used for residential & commercial buildings with latest technical knowhow & knowledge.

**Registered Office**

Plot No. 25/9-A, Phase III,  
G.I.D.C. Naroda, Ahmedabad - 382 330  
Date: 27<sup>th</sup> July, 2015

**FOR AND ON BEHALF OF THE BOARD  
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)  
CHAIRMAN**

**Annexure IV**

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:**

In terms of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

- I. The following matters of provisions of the Companies Act, 2013 have been included and considered while formulating the Remuneration Policy for the Company.
- (a) Criteria determining the qualifications, positive attributes and independence of a Director.
  - (b) Appointment and removal of Directors, Key Managerial Personnel, Senior Management.
  - (c) Remuneration for the Directors, Key Managerial Personnel, Senior Management and other employees.
  - (d) Evaluation of performance of the Directors of the Company.
  - (e) Scope and Role of the Nomination and Remuneration Committee
  - (f) Disclosures in the Directors' Report

**II. OBJECTIVE:**

- (1) The key objective of this Policy is to enable a framework that allows attracting and retaining competitive and skilled human resource in the Company and for competitive and fair rewards for the achievement of key deliverables and also aligns with practice in the industry and shareholders' expectations. The policy reviews the compensation package payable to the Executive and Non-Executive Directors, Key Management Personnel, the Senior Management and other employees of the Company
- (2) When deciding remuneration, the Committee will consider the market scenario, business performance of the Company and the remuneration practices in Industry.

**III. REMUNERATION TO NON-EXECUTIVE DIRECTORS:**

The general policy of the Board is to provide fees in line with market practice for similar Non-Executive Director roles in the comparable corporate and institutions in India. Fees paid to the Non-Executive Directors also takes account of the Company's complexity, the significant travel and time commitments required for attending Board and other meetings in India and the risk profile of the Company. The Remuneration to the non-executive Directors is as per the provisions of the Companies Act, 2013 and related rules framed there under.

**IV. REMUNERATION TO EXECUTIVE DIRECTORS:**

**Components:**

- Base Salary
- Short-term incentive
- Long-term incentive
- Retrial Benefits

**V. REMUNERATION TO KEY MANAGERIAL PERSONNEL SENIOR MANAGEMENT AND OTHER EMPLOYEES:**

**Components:**

- Fixed Remuneration
- Annual Allowances
- Retrial benefits

## **ARCHIT ORGANOSYS LIMITED**

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### **VI. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTOR AND IN SENIOR MANAGEMENT:**

In accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of listing agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining the qualification, positive attribute and independence of a Director.

The criteria adopted by the Nomination and Remuneration Committee are as under:

#### **Qualification:**

A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

#### **Positive Attributes:**

A person should be the person of high integrity, ethical standards, devote the sufficient time to the Company, and have the required skills, expertise and experience and shall perform duties in a bona-fide manner.

### **CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS INDEPENDENT DIRECTOR:**

The criteria adopted by the Nomination and Remuneration Committee are as under:

#### **Qualification:**

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

#### **Positive attributes:**

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

#### **Independence of Independent Director:**

An Independent director should meet the requirements of Section 149, Schedule IV of the Companies Act, 2013 and Clause 49(II) (B) of the Listing Agreement.

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**FOR AND ON BEHALF OF THE BOARD  
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)**  
CHAIRMAN



**Annexure V**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED on March 31, 2015**

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

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED on MARCH 31, 2015**

To,  
The Members,  
ARCHIT ORGANOSYS LIMITED.  
Plot No. 25/9-A, Phase-III,  
GIDC Naroda,  
Ahmedabad - 382 330

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **ARCHIT ORGANOSYS LIMITED** (hereinafter called the company). Secretarial Audit 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 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; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made there under;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) 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;
- 5) 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;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014 (Effective from 28<sup>th</sup> October, 2014);  
Not applicable as the Company has not issued any options/ shares under the said Regulations during the year under review.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;  
Not applicable as Company has not issued any Debt Securities during the year under review.
  - (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; and  
Not applicable as the Company has not delisted any of its shares from any Stock Exchange during the year under review.

## ARCHIT ORGANOSYS LIMITED

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(h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2008

Not applicable as the Company has not bought back any of its securities during the year under review.

6) Factories Act, 1948.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (not applicable as not notified during the year under review.)
- (ii) The Listing Agreements entered into by the Company with BSE limited and Ahmedabad Stock Exchange Limited.

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

### **We 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. No changes took place in the composition of Board during the year under review.

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. There is a system which exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of Board of Directors/ Committees of the Company were carried through on the basis of majority. There were no dissenting views by any member of Board / Committee in the meetings held during the year under review.

**We 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.

**We further report that** Company has obtained necessary approval of members to mortgage its properties and to borrow money in excess of paid up share capital and free Reserve of the company i.e. up to Rs. 100.00 Crore (Rupees One Hundred Crore Only) in compliance of the provisions of section 180 (1) (a) and 180(1) (c) of the Companies Act, 2013 respectively during the audit period under review.

### **We further report that:**

There were no instances of:

- a) Public/Right issue of shares/ debentures/sweat equity, etc.
- b) Redemption / buy-back of securities.
- c) Merger / amalgamation / reconstruction, etc.
- d) Foreign technical collaborations.

**FOR PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES**

**UMESH G. PARIKH**

**Partner**

**FCS No. 4152**

**C P No.: 2413**

**Date: 27<sup>th</sup> July, 2015**

**Place: Ahmedabad**

To,  
The Members,  
**ARCHIT ORGANOSYS 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 the 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 PARIKH DAVE & ASSOCIATES  
COMPANY SECRETARIES**

**Date: 27<sup>th</sup> July, 2015  
Place: Ahmedabad**

**UMESH G. PARIKH  
Partner  
FCS No. 4152  
C P No.: 2413**

**Annexure VI**  
**DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF**  
**MANAGERIAL PERSONNEL) RULES, 2014**

- i. **Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31<sup>st</sup> March, 2015;**

(Amount in ₹)

Sr. No.	Director	Remuneration	Median Remuneration	Ratio
1.	Mr. Kandarp K. Amin	13.20 Lacs	1.90 Lacs	6.95
2.	Mrs. Archana K. Amin	15.00 Lacs	1.90 Lacs	7.89

- ii. **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

Sr. No.	Key Managerial Personnel	% increase
1.	Mr. Kandarp K. Amin	10%
2.	Mrs. Archana K. Amin	25%
3.	Mr. Ajay Patel, CFO	15%

- iii. **The percentage increase in the median remuneration of employees in the financial year;**

18.05 %

- iv. **The number of permanent employees on the rolls of company;**

46 Employees.

- v. **The explanation on the relationship between average increase in remuneration and company performance;**

(In ₹ Lacs)

Particular	2014-15	2013-14
Total Income	5636.55	4932.52
Profit Before Tax	140.72	88.74
PBT as % of Total Income	3%	2%

Average increase in remuneration of employees is in line with current year's performance and it is a measure to motivate the employees for better future performance to achieve organization growth expectations.

- vi. **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;**

Average increase in remuneration of the Key Managerial Personnel is 10.65% and is based on individual performances, company's performance and as measure to motivate them for better future performance to achieve organization's growth expectations.

- vii. **Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;**

(₹ In Lacs)

Particulars	Unit	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014	Variation
Closing rate of share at BSE	(In ₹)	12.66	10.55	20%
EPS	(In ₹)	2.61	1.95	33.85%
Market Capitalization	In ₹/ Lacs	386.13	321.78	20%
Price Earnings ratio	Ratio	4.85	5.41	(10.35%)

Percentage in bracket represents negative percentage.

- viii. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

The average increase in salaries of employees other than managerial personnel in 2014-15 was 61.11%. Percentage increase in the managerial remuneration for the year was 2.42 %.

- ix. **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;**

**Performance of the company:**

(Amt. In ₹ Lacs)

Particular	2014-15	2013-14
Total Income	5636.55	4932.52
Profit Before Tax	140.72	88.74
PBT as % of Total Income	3%	2%

**Increase in remuneration of Key Managerial Personnel:**

Sr. No.	Key Managerial Personnel	% increase
1.	Ms. Kandarp K. Amin	10%
2.	Mr. Ajay Patel	15%

- x. **The key parameters for any variable component of remuneration availed by the directors;**

The Whole Time Directors have not availed any variable remuneration components.

- xi. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;**

None

- xii. **Affirmation that the remuneration is as per the remuneration policy of the company;**

It is affirmed that the remuneration paid is as per the remuneration policy of the company.

**Disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

There were no employees appointed by the Company who were in receipt of remuneration of ₹ 60 Lacs or more Per Annum throughout the year and ₹ 5 Lacs or more Per Month for part of the year, Hence the Disclosure under Rule 5(2) is not applicable.

**Disclosure under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

NOT APPLICABLE

**Registered Office**

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Date: 27<sup>th</sup> July, 2015

**FOR AND ON BEHALF OF THE BOARD  
FOR ARCHIT ORGANOSYS LIMITED**

**(KANDARP K. AMIN)  
CHAIRMAN**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	N.A
c)	Duration of the contracts/arrangements/transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A
e)	Justification for entering into such contracts or arrangements or transactions'	N.A
f)	Date of approval by the Board	N.A
g)	Amount paid as advances, if any	N.A
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	As per Annexure
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

**(Rs in Lacs.)**

Name (s) of the related party	Nature of relationship	Details				
		Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
Shri Kandarp K. Amin Smt. Archanaben K. Amin	Directors	Rent Paid during the year	1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015	16.20	N.A.	NIL

**FOR AND ON BEHALF OF THE BOARD  
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**Registered Office**

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Date: 27<sup>th</sup> July, 2015

**(KANDARP K. AMIN)  
CHAIRMAN**

**CORPORATE GOVERNANCE REPORT**

*(As required by Clause 49 of the Listing Agreement of the Stock Exchanges)*

The Securities and Exchange Board of India (SEBI) has introduced a code of corporate governance for listed companies which is implemented through the listing Agreements with the Exchanges with which the Company is listed. The Company has complied with the corporate governance requirements set out in Clause 49 of the listing Agreement.

**1) Company's Philosophy on Code of Corporate Governance.**

The Company believes that good corporate governance leads to corporate growth and long term gain in shareholders value. The Company is committed to maintain the highest standard of corporate governance in its conducts towards shareholders, employees, customers, suppliers and other stakeholders.

Our focus on sustainable growth, productivity improvement, commitment to quality and safety in operations is unrelenting.

**2) Board of Directors.**

Composition:

The Board of directors consists of Six Directors, of whom Shri Kandarp K. Amin and Smt. Archana K. Amin are Whole - Time Directors of the Company. The composition of Board of Directors is in compliant with the requirement of Clause 49 (IA) i.e. more than 50 % of Directors are non-executive Directors and half of the Board comprises of Independent Directors.

The detailed composition of the Board and other related information is given in the table below.

Board meetings:

During the year, six Board Meetings were held on 28-05-2014, 14-08-2014, 14-11-2014, 15-12-2014, 12-02-2015, 25-03-2015.

The composition of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorship and committee Memberships are given below:

Sr.	Name of Director	Category of Directorship	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorship (including in private companies at the year end)	*No. of Committee Membership/ Chairmanship in other domestic companies at the year end
1.	Shri Kandarp Amin	Chairman and Whole Time Director	6	Yes	2	-
2.	Smt. Archana Amin	Whole Time Director	6	Yes	1	-
3.	Shri Bhupendra Mehta	Independent Non-Executive Director	5	Yes	-	-
4.	Shri Haresh Shah	Independent & Non-Executive Director	6	Yes	-	-
5.	Shri Dipesh Kotak	Independent & Non-Executive Director	5	Yes	-	-
6.	Shri Sanjay Kothari	Independent & Non-Executive Director	6	Yes	5	-

**Note:**

\*under this column, membership/Chairmanship of Audit Committee and Nomination and Remuneration Committee is considered.

The Company did not have any pecuniary relationship or transactions with the non-executive directors during the period under review. None of Directors on the Board are members in more than ten committees and they do not act as Chairman of more than five committees across all companies in which they are Directors.

The Board meets at least once a quarter and interval between two meetings was not more than four months.

The Board is presented with the extensive information on vital matters affecting the working of the Company and risk assessment and mitigation procedure. Among others, this includes:

1. Operating plans, capital budget and updates and reviews thereof,
2. Quarterly results of the company and business segments,
3. Opportunities of expansion, new projects, acquisition ,
4. Proposal for diversification, investments, disinvestments, restructuring,
5. Compliance of listing requirements,
6. Minutes of committee meetings.

Shareholding of Non-Executive Directors as on 31<sup>st</sup> March, 2015 is as follows:

Name of the Directors	Number of Equity Shares
Shri Bhupendra Mehta	100
Shri Haresh Shah	100
Shri Dipesh Kotak	NIL
Shri Sanjay Kothari	2000

### 3) **Audit Committee**

As required under Section 177 of the Companies Act, 2013 read with the provisions of Clause 49 of the listing agreement, the Board has constituted an Audit Committee consisting of 3 (Three) Independent Directors – Shri Haresh K. Shah, Shri Bhupendra V. Mehta and Shri Dipesh K. Kotak as the members.

The composition of Committee and the qualifications are in compliance with the provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement. During the year, 4 (four) Committee Meetings were held on 28<sup>th</sup> May, 2014, 14<sup>th</sup> August, 2014, 14<sup>th</sup> November, 2014 and 12<sup>th</sup> February, 2015 which were attended by all committee members.

The functions of Audit Committee are as outlines in the Companies Act, 2013 and the Listing Agreement. Broadly the same are:

- (i) oversee the financial reporting process
- (ii) recommend the appointment/re-appointment of auditors,
- (iii) decide the audit fees, discuss the nature and scope of audit and ascertain area of concern,
- (iv) review the annual and quarterly financial statements,
- (v) review the changes in accounting policies etc
- (vi) review the adequacy of internal audit functions and discuss with them significant findings,
- (vii) review the disclosure of related party transactions,
- (viii) Compliance with listing and other legal requirements relating to financial statements
- (ix) to oversee the working of vigil mechanism, Etc.

The interval between two meeting convened was not more than four months. The audit committee adheres to the SEBI guidelines in terms of quorum of its meetings, functioning, role and powers as also those set out in the Companies Act, 2013.

### 4) **Nomination and Remuneration Committee**

As required under Section 178(1) of the Act, read with the provisions of Clause 49 of the Listing Agreement(s), the Board has constituted the Nomination and Remuneration Committee.

The Company's Nomination and Remuneration Committee consists of three Independent Directors. The members of the committee are Shri Haresh Shah, Shri Bhupendra Mehta and Shri Dipesh Kotak.

The Committee is inter alia authorised to identify persons who are qualified to become Directors, appointment of senior Management, evaluation of Directors performance, recommending policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees and granting of Stock options to senior Managerial Personnel.



Accordingly Committee reviews the remuneration package of the Whole time Directors of the Company and recommends suitable remuneration package / revision to the Board, in accordance with the guidelines laid out by the statute.

**Details of remuneration paid for the year ended on 31-03-2015.**

Name	Position held During the period	Salary and Allowances ₹ in lacs	Perquisites ₹ in Lacs	Total Remuneration ₹ in Lacs
Shri. Kandarp K Amim	Chairman & Whole-time Director	13.20	NIL	13.20
Smt. Archana K. Amin	Whole -time Director	15.00	NIL	15.00

The Company has not paid sitting fees to any Directors.

**5) Stakeholders Relationship Committee**

As required under Section 178(5) of the Act, the Company has constituted Stakeholders Relationship Committee which looks in to matter of redressing investor / shareholders grievances.

The members of the committee are Shri Kandarp K. Amin, Shri Bhupendra Mehta and Shri Haresh Shah.

As a measure of good corporate governance and to focus on the Shareholders' grievances and towards strengthening investor relations and to expedite the transfer process in the physical segment, the committee deals with issue of duplicate share certificates, redressing of shareholders and investors complaints and Grievances like transfer of shares, non-receipts of Balance-sheet.

**6) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

As your company does not fall under the criteria mentioned in the provision of Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, so constitution of CSR Committee is not applicable.

**7) INDEPENDENT DIRECTORS:**

As mandated by Clause 49 of Listing Agreement, the Independent Directors meets the criteria of Independence as per Clause 49 (II) B of the Listing Agreement. Formal letter of appointment has also been issued to the Independent Directors. The terms and conditions of their appointment has also been posted on the website of the Company - [www.architorg.com](http://www.architorg.com)

Schedule IV of the Companies Act, 2013, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of the non independent directors and members of the management.

During the year, one meeting of independent directors was held on 23<sup>rd</sup> March, 2015, Shri Hareshbhai Shah was unanimously elected as the Chairman of the Meetings of the Independent Directors. At the meetings, the Independent Directors reviewed the performance of the non-independent directors (including the chairperson) and the Board as a whole and assessed 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. All the independent Directors have attended the meeting.

**8) Risk Management Policy:**

The Board of Directors has framed, approved and implemented risk management policy of the company including identification and element of risk.

**9) Vigil Mechanism Policy:**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made there under and also Clause 49 of the Listing Agreement, your Company established a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the chairman of the Audit Committee in exceptional cases.

The Whistle Blower Policy is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. The Whistle Blower Policy is made available on the website of the Company. [www.architorg.com](http://www.architorg.com)

**10) Code of Conduct**

The Board of Directors has laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. The said Code of Conduct has also been posted on the website of the Company. This code is applicable to all Directors and designated employees. The code ensures prevention of dealing in shares by persons having access to the unpublished price sensitive information.

The Code of Conduct is made available on the website of the Company. [www.architorg.com](http://www.architorg.com)

# ARCHIT ORGANOSYS LIMITED

## 11) General Body Meetings

Annual General Meetings and Extra Ordinary General Meeting held in last three years were as under :-

### Annual General Meeting:

Financial Year ended	Date	Time	Venue
31-03-2014	29-09-2014	11.00 a.m.	Royal Inn Restaurant 1st Floor, Nirman Complex, Opposite Havmor Restaurant, Stadium Road, Navrangpura, Ahmedabad - 380009
31-03-2013	12-08-2013	11.00 a.m.	25/9/A, Phase III, GIDC Industrial Estate Naroda, Ahmedabad - 382 330
31-03-2012	17-09-2012	10.30 a.m.	25/9/A, Phase III, GIDC Industrial Estate, Naroda, Ahmedabad - 382 330

No Extra Ordinary General Meeting was held during the year.

No Special Resolutions were put through postal ballot last year. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

## 12) Disclosures

In preparation of financial statements, the Company has followed the applicable Accounting Standards. The significant accounting policies that are consistently applied have been set out in the Notes to the Accounts.

Related party transactions during the year have been disclosed as required under applicable Accounting Standard. Details of related party transactions were periodically placed before the Audit Committee. These transactions are not likely to have any conflict with the Company's interest.

Business risk evaluation and managing such risk is an ongoing process within the organization. The Board is regularly briefed of risks assessed and the measures adopted by the company to mitigate the risks. The Company has laid down the procedures to inform the Board members about the risk assessment and risk mitigation mechanism, which is periodically reviewed and reported to the Board of Directors by senior executives.

No strictures / penalties have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matters related to the capital market during last 3 years.

The Company's code of conduct has clearly laid down procedures for reporting unethical behavior, actual or suspected fraud or violation of the ethics policies. No employee of the company was denied access to the Audit Committee.

## 13) Means of Communication

1. The Company has published its quarterly results in Western Times, Gujarati and English Edition.
2. The Management Discussion & Analysis forms part of the Annual Report, which is posted to all the members of the Company.

## 14) General Shareholder Information

Day, Date, time and venue of AGM	Thursday, 10 <sup>th</sup> September, 2015 at 11.00 a.m. at Royal Inn Restaurant 1 <sup>st</sup> Floor, Nirman Complex, Opp. Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad - 380009.
Dates of Book Closure	7 <sup>th</sup> September, 2015 to 10 <sup>th</sup> September, 2015 (both days inclusive)
Listing on Stock Exchanges	BSE Ltd. (BSE) Ahmedabad Stock Exchange Ltd. (ASE)
Listing Fees	Company has paid fees to both Stock Exchanges as per listing agreement.
ISIN No.	INE078D1011
Stock Exchange's Script Code	BSE Ltd. : No. 524640 Ahmedabad Stock Exchange : No. 53641
Registered Office	25/9/A, Phase III, GIDC Industrial Estate, Naroda, Ahmedabad - 382 330.
Dividend Payment Date	Not Applicable
Compliance Officer	Mr. Mahesh J. Shah
Registrar and Share Transfer Agent	LINK INTIME INDIA PVT. LTD. 303, Shopper's Plaza, - V, Opp Municipal Market, Off C. G. Road, Navrangpura, Ahmedabad - 380009

**15) Share price on BSE Ltd. was Rs. 12.66 Per Share as on 30<sup>th</sup> March, 2015**

The equity shares of the company were been thinly traded and details of high low are given as under:

Sr.No.	Month	High (In ₹)	Low (In ₹)
1.	April '14	11.07	10.00
2.	May '14	11.00	09.00
3.	June '14	10.50	07.20
4.	July '14	13.50	06.87
5.	August '14	13.50	11.58
6.	September '14	14.43	11.40
7.	October '14	12.56	09.74
8.	November '14	18.33	10.00
9.	December '14	18.65	16.90
10.	January '15	16.60	11.74
11.	February '15	13.99	12.00
12.	March '15	14.50	12.00

**16) Financial Calendar 2014-2015 (tentative)**

Annual General Meeting	First week of September, 2015
Results for quarter ending June 30, 2015	on or before 14 <sup>th</sup> August, 2015
Results for quarter ending September 30, 2015	on or before 14 <sup>th</sup> November, 2015
Results for quarter ending December 31, 2015	on or before 14 <sup>th</sup> February, 2016
Results for year ending March 31, 2016	on or before 30 <sup>th</sup> May, 2016

**17) Distribution of Shareholding as on 31-03-2015:**

No. of Shares	No. of Shareholders	% of holders	No. of Shares	% of Shares
Up to 500	2,803	81.94	9,05,095	29.68
501 - 1000	448	13.10	3,48,852	11.44
1001 - 2000	126	3.68	1,81,150	5.94
2001 - 3000	12	0.35	31,490	1.03
3001 - 4000	3	0.09	9,934	0.33
4001 - 5000	13	0.38	62,800	2.06
5001 - 10000	7	0.20	46,258	1.52
10001 and above	9	0.26	14,64,421	48.01
<b>Total</b>	<b>3,421</b>	<b>100.00</b>	<b>30,50,000</b>	<b>100.00</b>

**18) Pattern of Shareholding as on 31-03-2015:**

Sr. No	Category	No. of Shares	(%)
1.	NRI	56000	1.84
2.	Financial Institutions/Banks	Nil	N.A.
3.	Mutual Funds	Nil	N.A.
4.	Promoters group	1371421	44.96
5.	Body Corporate	111320	3.65
6.	Others	1511259	49.55

## ARCHIT ORGANOSYS LIMITED

### 19) Dematerialization of Shares, Registrar & Transfer Agent & Share Transfer System.

#### (I) Share Transfer System

The process of transfer / transmission / transposition etc. of equity shares in physical form including dispatch of the share certificates is completed within a period of 15 days if the documents are in order in all respects.

#### (II) Dematerialisation of shares, Registrar & Transfer system:

The equity shares of the Company are available for dematerialization through National securities depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

LINK INTIME INDIA PRIVATE LIMITED, having its office at 211, Sudarshan Complex, Navrangpura, Ahmedabad-380009 as Registrar and Share Transfer Agents being a Common Agency for Physical and Electronic modes.

17,24,700 equity shares comprising of 56.55 % of the total equity shares of the Company are in dematerialised form as on 31-03-2015.

#### (III) Investors Correspondence:

All shareholders queries are sent to the Company at its Registered office at Plot No. 25/9/A, Phase III, G.I.D.C. Naroda, Ahmedabad - 382 330 or to the Registrar & Transfer Agent as aforementioned address.

### 20) Secretarial Audit for Reconciliation of Capital:

As stipulated by SEBI, Practising Company Secretaries carry out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchange(s) where shares of the Company are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

### 21) Mandatory/ Non-Mandatory Requirements

During the financial year 2014-15, the Company has:

- (a) Duly complied with all the mandatory requirements of the revised Clause 49 of the Listing Agreement.
- (b) The company did not adopt any of the non- mandatory requirements of Clause 49 of the Listing Agreement other than constituting the Nomination and Remuneration Committee.

### 22) Location

The Company's plant is located at 25/9/A, Phase III, GIDC Industrial Estate, Naroda, Ahmedabad – 382 330.

### 23) Declaration for Compliance of Code of conduct

The board of Directors has laid down the code of conduct for all the board members and members of senior management. The Company has obtained confirmation for the compliance of code of conduct from all the Board members and senior Management Personnel of the Company on an annual basis. The senior Management Personnel covers all the employees in the cadre of General Manager.

### 24) CEO/CFO Certification

The CEO / CFO of the Company has given annual certification on the financial reporting and internal controls to the Board in term of Clause 49 of listing Agreement.

#### **Registered Office**

Plot No. 25/9-A, Phase III,  
G.I.D.C. Naroda, Ahmedabad - 382 330  
Date: 27<sup>th</sup> July, 2015

FOR AND ON BEHALF OF THE BOARD  
FOR ARCHIT ORGANOSYS LIMITED

(KANDARP K. AMIN)  
CHAIRMAN

**AUDITORS' CERTIFICATE**

To,  
The Members,  
**ARCHIT ORGANOSYS LIMITED**

We have examined the compliance of conditions of Corporate Governance by **ARCHIT ORGANOSYS LIMITED** for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We state that no investor grievance(s) is/are pending for a period exceeding for one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

We further 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 G. K. Choksi & Co.**  
Chartered Accountants

**Place: Ahmedabad**  
**Date: 27<sup>th</sup> July, 2015**

**(SANDIP PARIKH)**  
Partner  
Membership No. 40727

**CERTIFICATION BY CHAIRMAN AND CHIEF- FINANCIAL OFFICER**

To,  
The Board of Directors  
**ARCHIT ORGANOSYS LIMITED.**  
Plot No 25/9-A, Phase-III, GIDC Naroda,  
Ahmedabad – 382 330.

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and all Notes on Accounts, as well as Cash Flow Statements as at 31<sup>st</sup> March, 2015 and certify that to the best of our knowledge and belief :
  - (i) These Statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  - (ii) These Statements read together present a true and fair view of the Company's Affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. No transactions have been entered into by the Company during the year, which are fraudulent, illegal or volatile of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
4. We do further certify that there had been :
  - (i) no significant changes in internal control during the year;
  - (ii) no significant changes in accounting policies during the year; and
  - (iii) no instances of significant fraud, of which we are aware during the period.

**Place: Ahmedabad**  
**Dated: 27<sup>th</sup> July, 2015**

**Chairman**

**Chief Financial Officer**

**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members,  
**ARCHIT ORGANOSYS LIMITED,**  
Ahmedabad.

**Report on the Financial Statements**

We have audited the accompanying financial statements of **ARCHIT ORGANOSYS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement 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 provision 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 control, 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.

**Auditor's 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 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 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 operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 qualified audit opinion on financial statements.

**Basis for Qualified Opinion**

- (i) *The company had entered into derivative contract for sale of foreign currency with HDFC Bank Ltd. in financial year 2008-2009 which has resulted into loss to the tune of ₹ 1,97,52,367/- against which the sum of ₹ 55,06,598/- has already been paid to HDFC Bank Ltd. and charged to Statement of Profit and Loss in the aforesaid financial year. Consequent upon adjustment of fixed deposits amounting to ₹ 23,64,200/- against the balance loss of ₹ 1,42,45,769/- the liability on account of aforesaid loss, as per bank statement provided up to 31<sup>st</sup> January, 2013 stands to ₹ 1,47,07,069/- including interest, which has not been provided for by the company. Such non provision of liability has resulted into non compliance of Accounting Standard 29 issued by Institute of Chartered Accountants of India and also resulted into understatement of current liabilities. Since the interest/charges, if any, for the period from 1<sup>st</sup> February, 2013 to 31<sup>st</sup> March, 2015 has not been intimated to company, the impact thereof on profit for the year under review could not be ascertained.*

- (ii) *The company has not yet compiled the requisite information, related to suppliers who have registered themselves under the Micro, Small And Medium Enterprises Development Act, 2006. In the absence of relevant information the requisite disclosures are not made in the financial statements.*

*Had the observations made by us in Para (i) above been considered, there would have been loss for the year amounting to ₹ 67,51,340/- as against reported profit of ₹ 79,55,729 /-, current liabilities would have been ₹ 18,34,50,103/- as against reported current liabilities of ₹ 16,87,43,034/-.*

**Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, *except for the matter described in the basis for Qualified Opinion paragraph*, 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 31<sup>st</sup> March, 2015 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure, a statement of the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
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 appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) *Except for the matter described in the basis for Qualified Opinion paragraph*, 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 written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) 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 and to our best of our information and according to the explanations given to us :
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer notes 30 to the financial statements.
    - (ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For G. K. Choksi & Co.**  
Chartered Accountants  
[Firm Registration No. 101895W]

**(SANDIP PARIKH)**  
Partner  
Membership No. 40727

Place: Ahmedabad  
Date: 25<sup>th</sup> May, 2015



**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in our Report of even date to the members of **ARCHIT ORGANOSYS LIMITED**)

- (i) (a) *The Company has not compiled fixed assets records to show full particulars, including quantitative details and situation of fixed assets.*
- (b) *We were informed that the fixed assets were not physically verified by the Management at reasonable intervals. Therefore we are unable to comment on material discrepancies if any.*
- (ii) (a) In our opinion, physical verification of inventory (excluding inventory lying with third parties) has been conducted by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management *needs to be strengthened* in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of records of inventory, in our opinion, the Company is maintaining proper records of inventory. No material discrepancy was noticed on physical verification of the inventory.
- (iii) The Company has not granted any loans, secured or unsecured to any companies, firms or other parties covered in the register maintained u/s.189 of the Companies Act, 2013. Accordingly clause 3(iii)(a) and 3(iii)(b) of the order are not applicable.
- (iv) In our opinion and according to information and explanation given to us; the internal control system *needs to be strengthened* so as to commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory and fixed assets. However there is adequate internal control system with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal controls.
- (v) The Company has not accepted any deposits as defined in The Companies (Acceptance of Deposits) Rules 2014. Accordingly, the provisions of Clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to rules made by the Central Government. We are of the opinion that prima facie the prescribed accounts and records have been maintained and being made. We have not, however, made a detailed examination of these records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues and Company had no arrears of such outstanding statutory dues as at 31<sup>st</sup> March, 2015 for a period more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the Company has no disputed outstanding statutory dues as at to 31<sup>st</sup> March, 2015.
- (c) According to the information and explanations given to us, there are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.
- (viii) The company does not have accumulated losses at year end. The company has not incurred any cash loss during the current financial year even after considering the effect of qualifications reported in Auditor's Report. However, there would have been cash loss to the tune of ₹ 28,42,763/- in the immediately preceding year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks or debenture holders during the year.
- (x) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xi) According to the information and explanation given to us the term loan has been applied for the purpose for which it was obtained.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under review.

**For G. K. Choksi & Co.**  
Chartered Accountants

[Firm Registration No. 101895W]  
**(SANDIP PARIKH)**

Partner  
Membership No. 40727

Place: Ahmedabad  
Date: 25<sup>th</sup> May, 2015

**ARCHIT ORGANOSYS LIMITED**
**BALANCE SHEET AS AT 31ST MARCH 2015**

[Amount in ₹]

Particulars	Notes	As at 31st March 2015	As at 31st March 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Fund</b>			
Share Capital	2	3 03 47 850	3 03 47 850
Reserves and Surplus	3	2 48 58 188	1 69 62 486
		<b>5 52 06 038</b>	<b>4 73 10 336</b>
<b>Non-Current liabilities</b>			
Long term borrowings	4	1 35 92 079	1 50 35 967
Deferred tax liabilities (Net)	5	46 06 525	52 17 472
Long term provisions	6	6 40 122	9 42 483
		<b>1 88 38 726</b>	<b>2 11 95 922</b>
<b>Current liabilities</b>			
Short term borrowings	7	7 40 38 531	5 83 41 886
Trade payables	8	8 56 72 469	8 21 63 255
Other current liabilities	9	48 51 894	18 22 662
Short term provisions	10	41 80 140	4 68 433
		<b>16 87 43 034</b>	<b>14 27 96 236</b>
<b>Total</b>		<b>24 27 87 798</b>	<b>21 13 02 494</b>
<b>ASSETS</b>			
<b>Non-Current assets</b>			
<b>Fixed assets</b>			
Tangible assets			
Tangible assets	11	6 17 02 234	5 18 62 741
Intangible assets	12	501	1 380
Capital Work In Progress	13	46 03 541	0
		<b>6 63 06 276</b>	<b>5 18 64 121</b>
Long term - loans and Advances	14	6 71 132	10 54 654
<b>Current Assets</b>			
Inventories	15	3 26 22 909	1 01 24 602
Trade receivables	16	11 61 97 100	13 66 32 639
Cash & cash equivalents	17	91 56 965	53 37 068
Short term - Loans & advances	18	1 77 40 974	61 06 496
Other current assets	19	92 442	1 82 914
		<b>17 58 10 390</b>	<b>15 83 83 719</b>
<b>Total :</b>		<b>24 27 87 798</b>	<b>21 13 02 494</b>
<b>Significant Accounting Policies</b>	1		

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date  
**FOR G. K. CHOKSI & CO.**  
 [Firm Registration No. 101895W]  
*Chartered Accountants*

**FOR AND ON BEHALF OF THE BOARD**

**SANDIP A. PARIKH**  
*Partner*  
 Mem. No. 40727

**AJAY P. PATEL**  
*Chief Financial Officer*

**KANDARP K. AMIN**  
*Whole time Director*

**ARCHANA K. AMIN**  
*Whole time Director*

Place : Ahmedabad  
 Date : 25th May, 2015

Place : Ahmedabad  
 Date : 25th May, 2015

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015**

[Amount in ₹]

Particulars	Notes	2014-2015	2013-2014
<b>INCOME</b>			
Revenue from operations	20	56 67 81 575	50 78 92 833
Less : Excise duty		1 14 07 966	1 57 88 840
		<u>55 53 73 609</u>	<u>49 21 03 993</u>
Other Income	21	82 81 498	11 47 878
<b>Total Revenue</b>		<b>56 36 55 107</b>	<b>49 32 51 871</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	20 38 96 049	18 60 27 446
Purchase of Stock-in-Trade	23	22 78 68 088	18 92 24 692
Changes in inventories	24	(1 43 04 834)	8 16 511
Employee benefits Expenses	25	1 75 29 539	1 46 41 374
Finance costs	26	89 13 228	74 41 954
Depreciation and amortization expenses		42 86 287	29 89 564
Manufacturing and other expenses	27	10 13 95 038	8 32 35 588
<b>Total Expenses</b>		<b>54 95 83 395</b>	<b>48 43 77 129</b>
<b>Profit /(Loss) before Tax</b>		<b>1 40 71 712</b>	<b>88 74 742</b>
<b>Tax Expenses</b>			
Current Tax		55 62 941	27 00 000
(Includes Tax for earlier years ₹ 62941/- (P.Y. ₹ NIL)			
MAT Credit Entitlement		11 63 989	0
Deferred Tax		( 6 10 947)	2 15 103
		<u>61 15 983</u>	<u>29 15 103</u>
<b>Profit/(Loss) for the year</b>		<b>79 55 729</b>	<b>59 59 639</b>
Earnings per equity share:			
Basic and diluted	28	₹ 2.61	₹ 1.95

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date  
**FOR G. K. CHOKSI & CO.**  
 [Firm Registration No. 101895W]  
*Chartered Accountants*

**SANDIP A. PARIKH**  
*Partner*  
 Mem. No. 40727

**AJAY P. PATEL**  
*Chief Financial Officer*

**KANDARP K. AMIN**  
*Whole time Director*

**ARCHANA K. AMIN**  
*Whole time Director*

Place : Ahmedabad  
 Date : 25th May, 2015

Place : Ahmedabad  
 Date : 25th May, 2015

**ARCHIT ORGANOSYS LIMITED**
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	[Amount in ₹]	
	2014-2015	2013-2014
<b>A. Cash flow from operating activities:</b>		
Profit/(Loss) for the year before taxation and exceptional items	1 40 71 712	88 74 742
Adjustments for		
Income Tax Expenses	( 62 941)	0
Depreciation and Amortization	42 86 287	29 89 564
Profit/(Loss) on sale of Fixed Assets	23 81 514	91 629
Interest Income	( 5 22 656)	( 9 71 465)
Interest Expenses	89 13 228	74 41 954
Operating profit before working capital changes	<u>2 90 67 144</u>	<u>84 26 424</u>
Adjustments for :		
Trade Receivable	2 04 35 540	(4 78 31 934)
Short Term Loans and Advances	(1 12 50 956)	19 45 941
Inventories	(2 24 98 307)	28 27 659
Trade payables	35 09 214	3 90 11 094
Other Current Liabilities	13 13 501	( 7 79 257)
Cash generated from operations	<u>2 05 76 136</u>	<u>1 35 99 927</u>
Direct taxes Refund/(paid)	(36 44 455)	(23 17 950)
Net cash from operating activities [A]	<u>1 69 31 681</u>	<u>1 12 81 977</u>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	(2 13 69 983)	( 57 19 208)
Sale of Fixed Assets	2 00 000	2 11 562
Interest received	6 13 128	9 32 165
Net cash used in investing activities [B]	<u>(2 05 56 855)</u>	<u>( 45 75 481)</u>
<b>C. Cash flow from financing activities</b>		
Procurement/(Repayment) of long/ short term borrowings	1 55 54 027	24 30 317
Interest paid	(81 70 880)	( 74 41 954)
Net cash flow from financial activities [C]	<u>73 83 147</u>	<u>( 50 11 637)</u>
Net Increase/(Decrease) in cash and cash equivalents [A+B+C]	<u>37 57 973</u>	<u>16 94 859</u>
<b>Cash and cash equivalents opening</b>	<u>53 37 068</u>	<u>36 42 209</u>
<b>Cash and cash equivalents closing</b>	<u>90 95 041</u>	<u>53 37 068</u>
<b>Components of cash and cash equivalent</b>		
Balances with scheduled banks	38 65 205	5 00 014
Fixed Deposits	46 42 655	44 75 344
Cheques on Hand	0	62 927
Cash in hand	4 78 827	1 82 299
Other Bank balances	<u>1 08 354</u>	<u>1 16 484</u>
	<u>90 95 041</u>	<u>53 37 068</u>

**Explanatory Notes to Cash Flow Statement**

- The Cash Flow Statement is prepared by using indirect method in accordance with the format prescribed by Securities and Exchange Board of India & as Accounting Standard 3 as Prescribed by the Institute of Chartered Accountants of India.
- In Part A of the Cash Flow Statements, figures in brackets indicates deductions made from the net profit for deriving the cash flow from operating activities. In part B & part C, figures in brackets indicates cash outflows.
- Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.

As per our attached report of even date

**FOR G. K. CHOKSI & CO.**

[Firm Registration No. 101895W]

Chartered Accountants

**FOR AND ON BEHALF OF THE BOARD**

**SANDIP A. PARIKH**

Partner

Mem. No. 40727

**AJAY P. PATEL**

Chief Financial Officer

**KANDARP K. AMIN**

Whole time Director

**ARCHANA K. AMIN**

Whole time Director

Place : Ahmedabad

Date : 25th May, 2015

Place : Ahmedabad

Date : 25th May, 2015

**Notes forming parts of accounts**

**1. Significant Accounting Policies**

**(a) Basis of preparation of financial statements**

- (i) The financial statements of the company have been prepared and presented in accordance with the generally accepted accounting principle under the historical cost convention on an accrual basis. The Company has prepared these financial statements to comply in all material respects with the Accounting Standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.
- (ii) The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

**(b) Use of estimates**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Differences between the actual result and estimates are recognised in the period in which the results are known/ determined.

**(c) Fixed Assets**

Fixed Assets are stated at their original cost net of cenvat including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the assets to its working condition for its intended use.

At the balance sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of Company's fixed assets. If any such indication exists, the asset's recoverable amount is estimated .An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

After recognition of impairment loss, the depreciation charge for the assets is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

**(d) Borrowing Costs**

Borrowing Costs that are directly attributable to acquisition of qualifying assets are capitalized for the period until the asset is ready for intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.

Other borrowing costs are recognised as an expense in the period in which they are incurred.

**(e) Depreciation**

- (i) Depreciation on Tangible Fixed Assets is provided on straight line method over the useful lives of assets specified in Part C of Schedule II to the Companies Act, 2013 read with the relevant notifications issued by the Department of Company affairs.
- (ii) Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.
- (iii) Lease hold land is amortised over the period of lease.
- (iv) Intangible assets being Computer and Laboratory Software are amortized over a period of its useful life on a straight line basis ,commencing from date the assets is available to the company for its use i.e. three years estimated by the Management.

**(f) Inventories**

- (i) Stock in trade comprising of raw materials (including goods in transit) and finished goods are valued at the lower of cost or net realizable value after making such provisions as required on account of damage, unserviceable and obsolete stocks. Value of raw material does not include excise duty, countervailing duty paid to the extent of which CENVAT credit is available. Excise duty on goods manufactured by the company and remaining in inventory is included as a part of valuation of finished goods.

- (ii) Work-in-process is valued at cost to the extent of stage of completion.
- (iii) Stores, spares, consumable and packing materials are charged to profit and loss account as and when they are procured and stock of such items as at the end of the year is accounted at cost.

### **(g) Revenue Recognition**

- (i) Revenue in respect of domestic sale of products is recognised when the risks and rewards of ownership are passed on to the customers, which is upon dispatch of products. Sales are stated at contractual realizable values, net of excise duty, sales tax and trade discount.
- (ii) Export Sales are recognized at invoiced value converted in to reporting currency by applying the exchange rate prevailing on transaction date i.e. Bill of lading date.
- (iii) Revenue from services is recognised upon rendition of the services.
- (iv) Export Incentives are accounted for on accrual basis.

### **(h) Foreign Currency Transactions**

- (i) Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transactions.
- (ii) In respect of monetary items denominated in foreign currencies, exchange differences arising out of settlement or on conversion at the closing rate are recognized in the Profit and Loss Account.

The difference in translation and realised gains and losses on foreign exchange transactions, other than those relating to imported fixed assets are recognised in the Profit and Loss Account. Further in respect of transaction covered by forward exchange contract, the difference between the contract rate and the spot rate on the date of the transaction is charged to the Profit and Loss account over the period of the contract.

### **(i) Retirement Benefits**

- (i) Contributions to provident fund are made at predetermined rates to Government Authority and charged to profit and loss account.
- (ii) Retirement Benefits being Gratuity is accounted for based on actuarial valuation by the independent valuer.

### **(j) Excise/Custom Duty**

Excise duty has been accounted based on both payments made in respect of goods cleared from factory premises and provision made for manufactured goods lying unsold at year-end in factory premises.

### **(k) Taxation**

- (i) Current year tax is provided based on taxable income computed in accordance with the provisions of the Income-tax Act, 1961.
- (ii) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses based on virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- (iii) MAT credit asset is recognized where there is convincing evidence that the asset can be realized in future. MAT credit assets are reviewed at each balance sheet and written down or written up to reflect the amount that is reasonably certain to be realized.

### **(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 recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

## NOTES FORMING PART OF ACCOUNTS

[Amount in ₹]

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>2 Share Capital</b>		
(a) <b>Authorised</b> 33,00,000 (P.Y.33,00,000) Equity Shares of ₹ 10/- each	3 30 00 000	3 30 00 000
(b) <b>Issued, Subscribed and fully Paid-up</b> 30,50,000 (P.Y.30,50,000) Equity Shares of ₹ 10/- each Fully Paid up	3 05 00 000	3 05 00 000
Less: Calls In Arrears	1 52 150	1 52 150
	<b>3 03 47 850</b>	<b>3 03 47 850</b>

**Note :**

During the period of five financial years immediately preceding the Balance Sheet date, the company has not:

- (i) allotted any fully paid-up equity shares by way of bonus shares;
- (ii) allotted any equity shares pursuant to any contract without payment being received in cash;
- (iii) brought back any equity shares

**(c) Reconciliation of number of shares**

Particulars	Number of Equity Shares	
	2014-2015	2013-2014
<b>At the beginning of the year</b>	30 50 000	30 50 000
<b>Add</b>		
Shares issued for Cash or Right Issue or Bonus	0	0
Exercise of Share Option under ESOS / ESOP	0	0
Shares issued in Business Combination	0	0
	<b>30 50 000</b>	<b>30 50 000</b>
<b>Less</b>		
Shares bought back / Redemption etc.	0	0
<b>As the end of the year</b>	<b>30 50 000</b>	<b>30 50 000</b>

**(d) Rights, Preferences and Restrictions**

The rights and privileges to equity shareholders are general in nature and defined under the Articles of Association.

Equity Shares : The Company has only class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

**(e) Details of Shareholdings****Shareholders holding more than 5% shares**

Particulars	Number of Equity Shares		Percentage (%)	
	As at 31st March, 2015	As at 31st March, 2014	As at 31st March, 2015	As at 31st March, 2014
Kandarp K.Amin	7 10 660	7 02 694	23.30	22.62
Archana K. Amin	5 97 296	5 88 218	19.58	19.29

- (f) The Company has calls in arrears / unpaid calls amounting to ₹ 1,52,150/- in respect of 78000 equity shares, however it does not have any outstanding calls in due from directors and officers of the company. The company has not forfeited any shares at balance sheet date.

**ARCHIT ORGANOSYS LIMITED**

[Amount in ₹]

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>3 Reserves and surplus</b>		
<b>General Resvers</b>	<b>1 50 000</b>	<b>1 50 000</b>
<b>Surplus / (Deficit) in Statement of Profit and Loss</b>		
Balance as per previous financial statements	1 68 12 486	1 08 52 847
Add : Profit for the year	79 55 729	59 59 639
Less : Adjustment due to change in useful life of fixed assets	60 027	0
Balance available for appropriation	2 47 08 188	1 68 12 486
Less : Appropriations	0	0
<b>Net Surplus / (Deficit)</b>	<b>2 47 08 188</b>	<b>1 68 12 486</b>
	<b>2 48 58 188</b>	<b>1 69 62 486</b>

Partiuculars	Non-current portion		Current maturities	
	2014-2015	2013-2014	2014-2015	2013-2014
<b>Secured</b>				
<b>Term Loan</b>				
Union Bank of India	23 70 003	0	8 04 000	0
<b>Vehicle Loan</b>				
ICICI Bank Limited	20 30 604	0	4 16 696	0
BMW India Finance Services Pvt. Ltd.	6 91 472	15 35 967	8 44 495	7 63 921
	<u>27 22 076</u>	<u>15 35 967</u>	<u>12 61 191</u>	<u>7 63 921</u>
	<u>50 92 079</u>	<u>15 35 967</u>	<u>20 65 191</u>	<u>7 63 921</u>
<b>Unsecured</b>				
From Directors	85 00 000	1 35 00 000	6 00 000	0
	<u>1 35 92 079</u>	<u>1 50 35 967</u>	<u>26 65 191</u>	<u>7 63 921</u>
<b>Less:</b>				
Amount disclosed under the head "Other Current Liabilities"	0	0	26 65 191	7 63 921
	<u>1 35 92 079</u>	<u>1 50 35 967</u>	<u>0</u>	<u>0</u>

**Nature of Security**

The Term Loans amounting to ₹ 31,74,003/- (P.Y. ₹ NIL/-) from Union Bank of India is secured by way of hypothecation of Plant and Machinery and personal guarantee of directors.

The Vehicle loans amounting to ₹ 39,83,267/- (P.Y. ₹ 30,63,809/-) are secured by Vehicles

**Terms of Repayment of Loans**
**Term Loan**

Union Bank of India Repayable in 56 monthly installments commencing from July, 2014. Last Installment due on March, 2019. Rate of interest 14% as at year end.)

**Vehicle Loan**

ICICI Bank Limited Loan is repayable in monthly installments of ₹ 52,700/- commencing from April, 2015 and last installment falls due on February, 2020.

BMW India Finance Services Pvt. Ltd. Loan is repayable in monthly installments of ₹ 80,075/- commencing from February, 2014 and last installment falls due on December, 2016.

**Unsecured Loan**

It is repayable on or after September, 2020, rate of interest 13.5% ( P.Y. 13.5%)



[Amount in ₹]

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>5 Deferred tax liabilities (Net)</b>		
The Company estimates deferred tax/(charge) using the applicable rate of taxation based on the impact of timing difference between financial statements and estimated taxable income for the current year.		
<b>Deferred Tax Liabilities</b>		
Difference of book depreciation and tax depreciation	50 58 265	55 42 738
<b>Deferred Tax Assets</b>		
Disallowance u/s. 43(b) under income tax act, 1961	4 51 740	3 25 266
<b>Net Deferred Tax Liability / (Asset)</b>	<u>46 06 525</u>	<u>52 17 472</u>
<b>6 Long term provisions</b>		
For Employee Benefits		
Gratuity	13 92 327	10 02 516
Less : Amount disclosed under the head Short Term Provision	7 52 205	60 033
	<u>6 40 122</u>	<u>9 42 483</u>
<b>7 Short term borrowings</b>		
<b>Loans repayable on demand</b>		
<b>Secured</b>		
Working Capital Loan		
From Banks	6 49 88 531	4 39 91 886
<b>Unsecured</b>		
From Directors	6 00 000	65 00 000
Intercompany Deposit	84 50 000	78 50 000
	<u>7 40 38 531</u>	<u>5 83 41 886</u>
<b>Nature of Security</b>		
<b>Secured</b>		
1 The Working Capital Loans amounting to ₹ 6,49,88,531/- (P.Y. ₹ 4,39,91,886/-) are secured by Hypothecation of Book Debts, Bills, stock not older than 120 Days. Further it is secured by Factory Land and Building at plot no. 25/9/A and 25/9/B and FDR. Further it is secured by personal guarantee of Directors.		
<b>8 Trade payables</b>		
For Goods and Services		
Related party (Refer Note No. 33)	0	3 32 368
Others	8 56 72 469	8 18 30 887
	<u>8 56 72 469</u>	<u>8 21 63 255</u>

**Note :**

The company is yet to initiate the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). In the absence of relevant information relating to the suppliers registered under the Micro, Small and Medium Enterprises (Development) Act, 2006, the balance due to Micro, Small and Medium Enterprises at year end and interest paid or payable under MSMED Act, 2006 during the year could not be compiled and disclosed.

# ARCHIT ORGANOSYS LIMITED

[Amount in ₹]

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>9 Other current liabilities</b>		
Interest on short term Borrowing	7 42 348	0
Current Maturities of Long Term Debt	20 65 191	7 63 921
Payable towards Capital Goods	3 90 500	0
Other Payables		
Bank Overdraft	61 924	0
Statutory dues	13 57 586	4 31 572
Others	2 34 345	6 27 169
	<b>16 53 855</b>	<b>10 58 741</b>
	<b>48 51 894</b>	<b>18 22 662</b>
<b>10 Short term provisions</b>		
<b>Employee Benefits</b>		
Gratuity	7 52 205	60 033
<b>Others</b>		
For Taxation (Net of advance tax)	34 27 935	4 08 400
<b>Total :</b>	<b>41 80 140</b>	<b>4 68 433</b>

## 11 Tangible Assets

[Amount in ₹]

Description of Assets	Gross Block at Cost			As at March 31, 2015	Depreciation			Net Book Value	
	As at April 01, 2014	Additions during the year	Deletions/Adjustment during the year		Up to March 31, 2014	For the Adjustment year during the year(*)	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
<b>Land :</b>									
Freehold Land	60 89 590	78 48 121	-	1 39 37 711	-	-	-	1 39 37 711	60 89 590
Leasehold Land	55 73 565	-	-	55 73 565	6 33 964	69 219	-	7 03 183	49 39 601
	<b>1 16 63 155</b>	<b>78 48 121</b>		<b>1 95 11 276</b>	<b>6 33 964</b>	<b>69 219</b>		<b>7 03 183</b>	<b>1 88 08 093</b>
Factory Buildings	1 53 65 391	-	-	1 53 65 391	44 58 008	4 42 109	-	49 00 117	1 04 65 274
Plant and Machinery	3 42 50 623	56 91 331	90 97 465	3 08 44 489	1 20 45 942	18 46 007	85 15 951	73 75 998	2 24 60 681
Furniture and Fixtures	10 09 270	-	-	10 09 270	3 59 390	1 65 252	-	5 24 642	4 84 628
Vehicles (*)	90 06 898	28 49 806	-	1 18 56 704	26 79 816	13 95 975	-	40 75 791	77 80 913
Office Equipments (*)	7 12 804	3 77 184	-	10 89 988	1 47 560	2 94 549	20 572	4 62 681	6 27 307
Computers (*)	3 18 787	-	-	3 18 787	1 39 507	72 297	39 455	2 51 259	67 528
<b>Total :</b>	<b>7 23 26 928</b>	<b>1 67 66 442</b>	<b>90 97 465</b>	<b>7 99 95 905</b>	<b>2 04 64 187</b>	<b>42 85 408</b>	<b>65 75 978</b>	<b>1 82 93 671</b>	<b>6 17 02 234</b>
<b>Previous Year</b>	<b>6 69 53 220</b>	<b>57 19 208</b>	<b>3 45 500</b>	<b>7 23 26 928</b>	<b>1 75 23 720</b>	<b>29 82 778</b>	<b>42 311</b>	<b>2 04 64 187</b>	<b>5 18 62 741</b>

Note (\*): Vehicle includes ₹ 28,49,806/- which have been hypothecated and charged in favour of bank by way of a first and exclusive charge. The legal ownership of vehicle is in the name of directors on behalf of company.

Adjustments under the head "Depreciation" includes ₹ 60,027/- being the amount adjusted against Retained Earning (Refer Note No. 3) due to change in estimate with respect of useful life of the fixed assets.

## 12 Intangible Assets

[Amount in ₹]

Description of Assets	Gross Block at Cost			As at March 31, 2015	Depreciation			Net Book Value	
	As at April 01, 2014	Additions during the year	Deletions/Adjustment during the year		Up to March 31, 2014	For the Adjustment year during the year	Up to March 31, 2015	As at March 31, 2015	As at March 31, 2014
Accounting Software	45 900	-	35 900	10 000	44 520	879	35 900	9 499	501
<b>Total :</b>	<b>45 900</b>	<b>-</b>	<b>35 900</b>	<b>10 000</b>	<b>44 520</b>	<b>879</b>	<b>35 900</b>	<b>9 499</b>	<b>501</b>
<b>Previous Year</b>	<b>45 900</b>	<b>-</b>	<b>-</b>	<b>45 900</b>	<b>37 734</b>	<b>6 786</b>	<b>-</b>	<b>44 520</b>	<b>1 380</b>

[Amount in ₹]

**13 Capital Work In Progress**

Particulars	As at April 01, 2014	Additions during the year	Deduction/ Adjustment during the year	Capitalised	As at March 31, 2015
Factory Building	-	46 03 541	-	-	46 03 541
<b>Total :</b>	-	46 03 541	-	-	46 03 541
<b>Previous Year</b>	-	-	-	-	-

[Amount in ₹]

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>14 Long term loans and advances</b> (Unsecured, considered good unless otherwise stated)		
Capital Advances	25 750	6 00 000
Security Deposits	6 45 382	4 54 654
<b>Total :</b>	<u>6 71 132</u>	<u>10 54 654</u>
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL

**15 Inventories**

(As taken, valued and certified by the Management)

Raw Materials	94 44 540	13 66 048
Stock in Progress	31 27 025	59 08 648
Finished Goods	13 52 147	10 08 216
Stock-in-Trade	75 28 410	13 69 110
Packing Materials	4 81 535	3 53 300
Consumable Stores	1 06 026	1 19 280
Goods In transit	1 05 83 226	0
	<u>3 26 22 909</u>	<u>1 01 24 602</u>

Inventory items have been valued considering the significant accounting policy no (f) disclosed in Note no. 1 to these financial statement.

**Breakup of Inventories**

<b>Raw Material</b>		
Acetic Acid	79 91 772	3 26 893
Chlorine	1 32 580	2 13 280
Others	13 20 188	8 25 875
	<u>94 44 540</u>	<u>13 66 048</u>
<b>Stock in Process</b>		
Mono Chlorine Acetic Acid	31 27 025	59 08 648
<b>Finished goods</b>		
Mono Chlorine Acetic Acid	0	47 089
Sodium Mono Chloride Acetic Acid	3 71 962	2 89 546
EDTA Tetra Sodium	50 186	0
Others	9 29 999	6 71 581
	<u>13 52 147</u>	<u>10 08 216</u>
<b>Stock-in-Trade</b>		
Ethyle Acetate	46 24 080	6 34 582
Pyridine	1 91 555	6 67 845
Others	27 12 775	66 683
	<u>75 28 410</u>	<u>13 69 110</u>

**ARCHIT ORGANOSYS LIMITED**

[Amount in ₹]

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>16 Trade Receivable</b>		
Unsecured, Considered good		
Debts outstanding for the period exceeding six months	12 48 851	53 71 665
Others	<u>11 49 48 249</u>	<u>13 12 60 974</u>
	<u>11 61 97 100</u>	<u>13 66 32 639</u>
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL
<b>17 Cash and Cash Equivalents</b>		
Balances with scheduled banks		
Current / Cash Credit accounts	39 27 129	5 00 014
Cheques on Hand	0	62 927
Fixed Deposits		
With maturity of less than 3 months	46 42 655	44 75 344
Cash in hand	4 78 827	1 82 299
Other Bank balances		
With maturity for more than 3 months but less than 12 months	1 08 354	1 16 484
<b>Total :</b>	<u>91 56 965</u>	<u>53 37 068</u>
<b>Note :</b> The Fixed Deposits with a maturity of less than 3 months includes ₹ 45,74,794/- (P.Y. ₹ 44,25,344/-) deposit placed as a margin money.		
<b>18 Short-term loans and advances</b> (Considered good unless otherwise stated)		
Advances to Employees	5 50 862	4 72 132
Others		
Balances with /from revenue authorities	1 63 48 420	49 62 375
Prepaid Expenses	3 97 776	6 50 684
Other Recoverable	<u>4 43 916</u>	<u>21 305</u>
	<u>1 71 90 112</u>	<u>56 34 364</u>
<b>Total :</b>	<u>1 77 40 974</u>	<u>61 06 496</u>
The amount dues by :		
Directors	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL
<b>19 Other Current assets</b>		
Interest accrued on fixed deposits	92 442	1 82 914
	<u>92 442</u>	<u>1 82 914</u>

		[Amount in ₹]	
<b>Particulars</b>	<b>2014-2015</b>	<b>2013-2014</b>	
<b>20 Revenue from operations</b>			
Sale of Products			
Manufactured Goods (Inclusive of Excise Duty)	<b>32 38 72 804</b>	29 86 16 199	
Stock-in-Trade	<b>23 50 33 093</b>	20 67 50 385	
Other Operating Revenue			
Export Incentives	<b>9 80 758</b>	2 99 364	
Lifting Charges of Chlorine	<b>68 94 920</b>	22 26 885	
	<b>56 67 81 575</b>	<b>50 78 92 833</b>	
<b>21 Other Income</b>			
Interest Income			
From Banks	<b>2 64 434</b>	3 09 350	
From Others	<b>2 58 222</b>	6 62 115	
	<b>5 22 656</b>	9 71 465	
Foreign Exchnage Fluctuation	<b>41 88 413</b>	0	
Claims Realised	<b>26 74 803</b>	0	
Sundry Credit balance written back (net)	<b>5 54 415</b>	0	
Other Non-Operating Income			
Excess provision for income tax written back	<b>0</b>	1 68 918	
Miscellaneous	<b>3 41 211</b>	7 495	
	<b>3 41 211</b>	1 76 413	
	<b>82 81 498</b>	<b>11 47 878</b>	
<b>22 Cost of Material Consumed</b>			
Raw Materials	<b>19 07 08 748</b>	17 50 04 261	
Freight Charges, Inward Clearing and Commission	<b>1 31 87 301</b>	1 10 23 185	
	<b>20 38 96 049</b>	18 60 27 446	
<b>Breakup of Raw Materials Consumed</b>			
Acitic Acid	<b>13 58 70 523</b>	11 60 86 550	
Chlorine	<b>67 11 836</b>	1 66 73 025	
Others	<b>4 81 26 389</b>	4 22 44 686	
	<b>19 07 08 748</b>	<b>17 50 04 261</b>	
<b>23 Purchase of Stock-in-Trade</b>			
Purchase of Stock-in-Trade	<b>22 78 68 088</b>	18 92 24 692	
	<b>22 78 68 088</b>	<b>18 92 24 692</b>	
<b>24 Changes in Inventories</b>			
Closing Stock			
Finished Goods	<b>13 52 147</b>	10 08 216	
Stock in Progress	<b>31 27 025</b>	59 08 648	
Stock-in-Trade	<b>75 28 410</b>	13 69 110	
Goods In Transit	<b>1 05 83 226</b>	0	
	<b>2 25 90 808</b>	82 85 974	
Opening Stock			
Finished Goods	<b>10 08 216</b>	39 44 178	
Stock in Progress	<b>59 08 648</b>	32 23 928	
Stock-in-Trade	<b>13 69 110</b>	19 34 379	
	<b>82 85 974</b>	91 02 485	
<b>Decrease / (Increase) in Inventories</b>	<b>(1 43 04 834)</b>	<b>8 16 511</b>	

**ARCHIT ORGANOSYS LIMITED**

[Amount in ₹]

Particulars	2014-2015	2013-2014
<b>25 Employees Benefits Expenses</b>		
Salary, Wages and Bonus	1 41 35 434	1 16 02 659
Contribution to Provident and other funds	10 70 922	7 43 689
Staff Welfare and Training Expense	23 23 183	22 95 026
	<u>1 75 29 539</u>	<u>1 46 41 374</u>
<b>26 Finance Cost</b>		
Interest on:		
Rupee Term loans	2 16 509	0
Other Interests	81 51 111	74 06 943
	<u>83 67 620</u>	<u>74 06 943</u>
Other Borrowing Cost		
Other ancillary Cost	5 45 608	35 011
	<u>89 13 228</u>	<u>74 41 954</u>
<b>27 Manufacturing and other Expenses</b>		
<b>Manufacturing Expenses</b>		
Stores & Other Consumables	1 11 12 459	95 00 955
Power Fuel & Water Charges	78 68 695	83 60 194
Repairs and Maintenance:		
Plant, Machinery and Other Equipments	15 10 740	20 86 074
Buildings	58 07 609	26 80 333
Electrical	27 88 139	16 73 968
	<u>1 01 06 488</u>	<u>64 40 375</u>
Laboratory Expenses	61 100	68 341
Job Work Charges	1 96 000	4 30 250
Pollution Plant Treatment	35 600	15 600
Excise duty on Finished Goods (Net)	39 331	( 3 22 966)
	<u>2 94 19 673</u>	<u>2 44 92 749</u>
<b>Establishment Expenses</b>		
Professional Fees	77 61 378	33 70 687
Insurance Charges	6 86 956	6 37 680
Travelling Expenses	37 70 651	36 73 145
Rent, Rates & Taxes	17 74 861	17 57 188
Other Repairs	5 12 077	3 58 376
Auditor's Remuneration	1 50 000	1 50 000
Interest to Suppliers	30 20 264	10 77 768
Miscellaneous Expenditure	60 92 041	52 51 188
Loss on asset discarded	23 81 514	91 629
Sundry Balances Written off	0	4 63 834
Donation	16 41 440	1 12 002
	<u>2 77 91 182</u>	<u>1 69 43 497</u>
Foreign Exchange Fluctuation	0	32 37 972
Selling and Distribution Expenses		
Packing Material Consumed	98 99 000	1 00 46 586
Sales Pmation Expenses	87 89 648	1 03 85 087
Clearing and Forwarding Expenses	2 04 34 006	1 24 93 839
Others	50 61 529	56 35 858
	<u>4 41 84 183</u>	<u>3 85 61 370</u>
	<u>10 13 95 038</u>	<u>8 32 35 588</u>
<b>Auditor, Remuneration is made of :</b>		
Statury Audit Fees	1 28 000	1 28 000
Tax Audit Fees	22 000	22 000
	<u>1 50 000</u>	<u>1 50 000</u>

Particulars	[Amount in ₹]	
	As at 31st March, 2015	As at 31st March, 2014
<b>28 Earning per Share</b>		
Net Profit/(Loss) for the year (Amount in ₹)	79 55 729	59 59 639
Number of equity shares (Weighted Average)	30 50 000	30 50 000
Nominal value of the share	10	10
Basic and diluted Earning per Share (₹)	2.61	1.95

**29 Contingent Liabilities and Capital commitments**

Contingent Liabilities ( See Note 30 below)		
- Claims not acknowledged by as debt	1,47,07,069	1,47,07,069
Capital Commitments		
- Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL
- Other commitments	NIL	NIL

30 The company had entered in to derivatives contracts (for sale of foreign currency) with HDFC bank Limited which have already been concluded in earlier years. The company had incurred loss on such contracts against which the sum of ₹ 78,70,798/- (including adjustment of fixed deposit amounting to ₹ 23,64,200/-) have already been paid and charged to Statement of Profit and Loss under the head "Loss on Derivative Contract". The company had also received summons / show cause notice from Mumbai Debt Recovery Tribunal in the month of May, 2009. In response to the same, based on legal advise, the company had filed its reply with appropriate authority. Pending final outcome, the management is of the opinion that the aforesaid liability is of contingent nature and therefore the company has not recognized as liability for the balance loss of ₹ 1,47,07,069/- including interest up to January, 2013.

**31 Employee Benefits**

**(a) Defined contribution to Provident fund and Employee state insurance**

The company makes contribution towards employees' provident fund and employees' state insurance plan scheme. Under the rules of these schemes, the Company is required to contribute a specified percentage of payroll costs. The Company during the year recognized ₹ 3,94,899/- (P.Y. ₹ 2,89,648/-) as expense towards contributions to these plans.

**(b) Defined Contribution Benefit Plans (Gratuity)**

The following table sets out the status of the gratuity scheme non funded plan as at 31st March, 2015.

Particulars	[Amount in ₹]	
	2014-2015	2013-2014
<b>Changes in the present value of obligation</b>		
Present value of obligation (Opening)	15,87,409	14,06,973
Interest cost	1,47,947	1,16,075
Past service cost	NIL	NIL
Current service cost	2,13,679	2,11,009
Curtailment Cost / (Gain)	NIL	NIL
Settlement Cost / (Gain)	NIL	NIL
Benefits paid	NIL	NIL
Actuarial (Gain) / Loss	2,16,836	(1,46,648)
Present value of obligation (Closing)	21,65,871	15,87,409
<b>Changes in the fair value of plan assets</b>		
Present value of plan assets (Opening)	5,84,893	3,99,822
Expected return on plan assets	50,886	40,795
Actuarial Gain / (Loss)	(1,800)	NIL
Employers Contributions	1,39,565	1,44,276
Employees Contributions	NIL	NIL
Benefits paid	NIL	NIL
Fair Value of Plan Assets (Closing)	7,73,544	5,84,893

Particulars	2014-2015	2013-2014
<b>Percentage of each category of plan assets to total fair value of plan assets at the year end</b>		
Bank Deposits	NIL	NIL
Debt Instruments	NIL	NIL
Administered by Life Insurance Corporation of India	100%	100%
Others	NIL	NIL
<b>Reconciliation of the present value of defined benefit obligation and the fair value of assets</b>		
Present value of funded obligation as at the year end	7,73,544	5,84,893
Fair value of plan assets as at year end	7,73,544	5,84,893
Funded (Asset)/ Liability recognised in the balance sheet	7,73,544	5,84,893
Present value of unfunded obligation as at the year end	13,92,327	9,42,483
Unrecognised past service cost	NIL	NIL
Unrecognised Actuarial (Gains) / Losses	NIL	NIL
Unfunded net liability recognised in the balance sheet	13,92,327	9,42,483
<b>Amount recognized in the balance sheet</b>		
Present value of obligation as at the year end	21,65,871	15,87,409
Fair value of plan assets as at the year end	7,73,544	5,84,893
(Asset) / Liability recognized in the balance sheet	13,92,327	9,42,483
<b>Expenses recognized in the profit &amp; loss account</b>		
Current service cost	2,13,679	2,11,009
Past service cost	NIL	NIL
Interest cost	1,47,947	1,16,075
Expected return on plan assets	(50,886)	(40,795)
Curtailment Cost / (Credit)	NIL	NIL
Settlement Cost / (Credit)	NIL	NIL
Net Actuarial (Gain) / Loss	2,18,636	(1,46,648)
Employee's Contribution	NIL	NIL
Total expenses recognized in the profit and loss A/c.	5,29,376	1,39,641
<b>Principal actuarial assumption (Rate of Discounting)</b>		
Rate of discounting	8.00%	9.32%
Expected return on plan assets	8.00%	8.75%
Rate of increase in salaries	6.00%	6.00%
Attrition Rate (Employees opting for early retirement)	2.00%	2.00%

The estimates of future salary increases take account of inflation, seniority, promotion and mortality assumption and other relevant factors such as demand and supply in the employment market, considered in actuarial valuation.

- 32 The Company operates within a solitary business segment i.e. dealing & manufacturing of chemicals, the disclosure requirements of Accounting Standard – 17 “Segment Reporting” issued by the Institute of Chartered Accountants of India is not applicable.

### 33 Related Party Disclosures

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

(a) **List of related parties with whom transactions have taken place during the year and relationship:**

Sr. No.	Name of related party	Relationship
1	Krishna Orgochem	Enterprise over which key management personnel exercise significant influence
2	Adonis Lifecare Private Limited	
3	Kandarp K. Amin	Key Management Personnel (KMP)
4	Archana K. Amin	
5	Archit K. Amin	
6	Suchit K Amin	Relative of Key Management Personnel
7	Shimoli A. Amin	



(b) Transactions with related parties

Sr. No.	Particulars	Relationship	[Amount in ₹]	
			2014-2015	2013-2014
(i)	<b>Remuneration</b>			
-	Archanaben K. Amin	Key Management Personnel	15,00,000	12,00,000
-	Kandarp K. Amin	Key Management Personnel	13,20,000	12,00,000
-	Archit K. Amin	Relative of KMP	9,00,000	9,00,000
-	Suchit K. Amin	Relative of KMP	9,00,000	9,00,000
-	Shimoli A. Amin	Relative of KMP	2,40,000	2,40,000
(ii)	<b>Interest Expenses</b>			
-	Archanaben K. Amin	Key Management Personnel	3,26,613	7,77,864
-	Kandarp K. Amin	Key Management Personnel	--	5,46,754
-	Krishna Orgochem	Enterprise over which key management personnel exercise significant influence	15,30,353	18,57,415
-	Adonis Lifecare Private Limited	Enterprise over which key management personnel exercise significant influence	--	4,54,552
(iii)	<b>Rent Expenses</b>			
-	Kandarp K. Amin	Key Management Personnel	7,80,000	7,80,000
-	Archanaben K. Amin	Key Management Personnel	8,40,000	8,40,000
(iv)	<b>Unsecured loan (Taken During the year)</b>			
-	Archanaben K. Amin	Key Management Personnel	16,26,613	7,22,790
-	Krishna Orgochem	Enterprise over which key management personnel exercise significant influence	24,30,353	87,73,557
-	Adonis Lifecare Private Limited	Enterprise over which key management personnel exercise significant influence	--	59,54,552
(v)	<b>Unsecured loan (Repaid During the year)</b>			
-	Archanaben K. Amin	Key Management Personnel	66,26,613	13,67,790
-	Kandarp K. Amin	Key Management Personnel	--	40,75,000
-	Krishna Orgochem	Enterprise over which key management personnel exercise significant influence	83,30,353	83,23,557
-	Adonis Lifecare Private Limited	Enterprise over which key management personnel exercise significant influence	--	59,54,552

(c) Outstanding Balances as on 31st March, 2015

(i)	<b>Due by company</b>			
	<b>As Unsecured Loan</b>			
-	Archanaben K. Amin	Key Management Personnel	--	50,00,000
-	Krishna Orgochem	Enterprise over which key management personnel exercise significant influence	91,00,000	1,50,00,000
(ii)	<b>As Trade Payable</b>			
-	Archanaben K. Amin	Key Management Personnel	--	88,197
-	Kandarp K. Amin	Key Management Personnel	--	88,197
-	Archit K. Amin	Key Management Personnel	--	68,604
-	Suchit K. Amin	Relative of Key Management Personnel	--	67,614
-	Shimoli A. Amin	Relative of Key Management Personnel	--	19,756

# ARCHIT ORGANOSYS LIMITED

- 34 Pursuant to Accounting Standard-29, Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31st March, 2015 is as follows :

## Provisions

[Amount in ₹]

Particulars	Provision for Excise duty and other Expenses
Opening Balance	3,63,210
Additions	11,47,264
Payments	2,52,303
Reversals	1,10,907
Closing Balance	11,47,264

- 35 Balances of Trade Payables, Trade Receivable and Loans and Advances are subject to confirmations and reconciliation if any, by the respective parties.

- 36 Additional information, to the extent applicable, required under paragraphs 5(viii) (c) of general instructions for preparation of the statement of profit and loss as per Schedule III to the Companies Act, 2013.

(A) Composition of Raw Materials Consumption:	2014-2015		2013-2014	
	Value (₹)	Percentage (%)	Value (₹)	Percentage (%)
Raw Material consumption				
Imported	4,81,98,691	25.27	8,69,57,176	49.69
Indigenous	14,25,10,057	74.73	8,80,47,085	50.31
Total :	19,07,08,748	100.00	17,50,04,261	100.00

## (B) Value of Imports on CIF Basis:

[Amount in ₹]

Particulars	2014-2015	2013-2014
Raw Materials	5,29,02,907	8,61,99,380
Traded Goods	23,37,913	NIL

## (C) Earning in Foreign Currency:

F.O.B. Value of Export	21,02,63,059	15,81,37,331
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## (D) Expenditure in Foreign Currency (on payment basis):

Traveling	28,99,419	21,09,642
Commission	4,01,851	4,86,328
Legal Fees	--	11,78,896
Total :	33,01,270	37,74,866

## 37 Statement of Management

- (a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary.
- (b) Balance Sheet and Statement of Profit and Loss read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and results of the Company for the year under review.

- 38 The previous year's figures have been reworked, regrouped and reclassified wherever necessary so as to make them comparable with those of the current year.

As per our attached report of even date

FOR G. K. CHOKSI & CO.

[Firm Registration No. 101895W]

Chartered Accountants

SANDIP A. PARIKH

Partner

Mem. No. 40727

Place : Ahmedabad

Date : 25th May, 2015

FOR AND ON BEHALF OF THE BOARD

AJAY P. PATEL  
Chief Financial Officer

KANDARP K. AMIN  
Whole time Director

ARCHANA K. AMIN  
Whole time Director

Place : Ahmedabad

Date : 25th May, 2015

**ARCHIT ORGANOSYS LIMITED**

L24110GJ1993PLC019941

Registered Office: 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](mailto:kandarp.amin@archit.org.com)

**PROXY FORM**

FORM NO. MGT-11

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.)**

Name of the member(s) : \_\_\_\_\_  
 Registered Address : \_\_\_\_\_  
 \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 \*DP Id. / Client Id : \_\_\_\_\_  
 Regd. Folio No. : \_\_\_\_\_

(\* Applicable for investors holding share(s) in electronic form)

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

1. Name : \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
2. Name : \_\_\_\_\_ Address \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
3. 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 Annual General Meeting of the Company, to be held on Thursday, 10<sup>th</sup> September, 2015 at 11.00 A.M. at Royal Inn Restaurant 1<sup>st</sup> Floor, Nirman Complex, Opposite Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad – 380009 and at any adjournment thereof in respect of such resolution, as indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	To consider and adopt Audited Financial Statements, Report of Board of Directors and Auditors.		
2.	Reappointment of Shri Kandarp Amin as Director who retires by rotation.		
3.	Appointment of Statutory Auditors and fixing their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2015

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(S) \_\_\_\_\_

Affix Re 1 revenue stamp
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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.

**ARCHIT ORGANOSYS LIMITED**

CIN : L24110GJ1993PLC019941

Registered Office: 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](mailto:kandarp.amin@archit.org.com)

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING**

\*Dp Id. / Client Id : \_\_\_\_\_  
 Regd. Folio No. : \_\_\_\_\_  
 No. of Shares(s) held: \_\_\_\_\_  
 Name and Address of the Registered Shareholder / Proxy: \_\_\_\_\_  
 \_\_\_\_\_

(\* Applicable for investors holding share(s) in electronic form)

I/We hereby record my/our presence at the **Annual General Meeting** held on Thursday, 10<sup>th</sup> September, 2015 at 11.00 A.M. at Royal Inn Restaurant 1<sup>st</sup> Floor, Nirman Complex, Opposite Havmore Restaurant, Stadium Road, Navrangpura, Ahmedabad – 380009.

Member's /Proxy's Signature : \_\_\_\_\_

Note: Please bring this attendance slip duly filled in to the Meeting and handover at the Entrance.

**If undelivered please return to :**

**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: [chlochem@gmail.com](mailto:chlochem@gmail.com)**