

ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

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

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

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of the Company will be held at 11 A.M. on Tuesday, 29th September, 2020 through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the Audited Financial Statement of the Company including Balance Sheet as at 31st March, 2020, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Directors' and the Auditors' Report thereon.
- (2) To appoint a Director in place of Shri Kandarp Amin (DIN:00038972) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- (3) Issue of warrant on preferential basis and in this regard to pass with or without modification(s), the following resolution as a **Special Resolution**.

RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"), provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") as amended and any other Rules/Regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/ or any other statutory/regulatory authority, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, up to 55,00,000 (Fifty Five Lakh) warrants (hereinafter referred to as "convertible warrants") of the Company, at a price of Rs. 10/- per warrant each convertible into 1 (One) Equity share of face value of Rs. 10/- each at par aggregating to not more than Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakh Only) to the proposed allottees as mentioned below on preferential basis for cash in form and in a manner and in accordance with the provisions of SEBI (ICDR) Regulations and other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No.	Name of the proposed allottee(s)	Category	No. of Convertible warrants to be allotted
1.	Mrs. Archana Amin	Promoter	11,75,000
2.	Mr. Archit Amin	Promoter	7,75,000
3.	Mr. Suchit Amin	Promoter Group	5,50,000
4.	Mrs. Shimoli Amin	Promoter Group	5,00,000
5.	Mrs. Manini Amin	Promoter Group	5,00,000
6.	Ms. Viraj Samirbhai Shah	Public (Non-Promoter)	10,00,000
7.	Ms. Amoli Samirbhai Shah	Public (Non-Promoter)	10,00,000
	Total		55,00,000

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the price of Convertible warrants/Resultant Equity Shares to be issued in terms hereof shall be 28th August, 2020 being the date 30 days prior to the date of this Annual General Meeting scheduled (as 29th and 30th August, 2020 being Saturday and Sunday respectively relevant date is considered as 28th August, 2020 which is the day preceding the weekend as per regulation 161 of SEBI (ICDR) Regulations, 2018 as amended from time to time).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants convertible into Equity shares shall be subject to the following terms:

- A. The warrants by itself do not give to the warrants holder any rights of the shareholders of the Company.
- B. The proposed Warrants shall be issued and allotted by the Company to proposed allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.
- C. Each Warrant is convertible into 1 (One) Equity Share and the conversion can be exercised by warrant holder at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- D. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- E. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable at the time of exercising the right of conversion of warrants.
- F. The consideration price of the warrants, if paid in cash, shall be received from allottee’s bank account.
- G. The warrant holder(s) shall be entitled to the option of exercising any or all of the Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- H. The Equity Shares to be so allotted on exercise of option of conversion of Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- I. The Equity Shares arising from the exercise of the option of conversion of Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- J. The Warrants and the Equity Shares being allotted pursuant to exercise of option of conversion of Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as it may be required to be issued and allotted upon conversion of the warrants and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall, subject to any subsisting conditions of the warrants, rank paripassu in all respect with existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Whole Time Director and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, to prescribe the forms of application, allotment, entering into contracts, arrangements, documents, in connection therewith and incidental thereto without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the convertible warrants and utilization of proceeds of the convertible warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT any Whole Time Director and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution including but without limitation to making application to Stock Exchange for obtaining in-principle approval, listing approval of Securities, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions / queries and difficulties that may arise in the proposed issue, offer and allotment of the Securities and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.”

- (4) 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 Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shreeraj V. Desai (DIN: 08691421) who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as an Independent Director) with effect from February 13, 2020 and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from February 13, 2020.

RESOLVED FURTHER THAT the Board of the Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Shri Kandarp Amin (DIN: 00038972) as the Whole Time Director of the Company for the period of 3 years with effect from 1st April, 2020 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Kandarp Amin, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Smt. Archana Amin (DIN: 00038985) as the Whole Time Director of the Company for the period of 3 years with effect from 1st April, 2020 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Smt. Archana Amin, the remuneration payable to her subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Shri Archit Amin (DIN: 01681638) as the Whole Time Director of the Company for the period of 3 years with effect from 12th May, 2020 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Archit Amin, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Information required to be furnished as required under SS-2 and SEBI (listing obligation and Disclosure Requirements) regulations, 2015, the Particulars of Director who is proposed to be re-appointed is given below:

Name of Director	Date of Birth	Date of Appointment	Qualification and Expertise in functional areas	Share-holding in the Company	Details of Directorship held in other Companies as on 31.03.2020	#Details of Membership/ Chairmanship of Committee as on 31.03.2020	No. of board meetings attended during Financial 2019-2020
Shri. Kandarp Amin	20/08/1957	22/01/2000	Commerce Graduate Manufacturing, Export-import business, finance and management. Experience of about 38 years in chemicals and trading business and 23 years in manufacturing of chemicals.	36,71,295	Rajpath Club Limited	NIL	Five
Smt Archana K. Amin	11/12/1959	01/04/2009	B.sc (Chemistry) Product Procurement, Export Business and Production planning with 14 years of experience in the chemical industry.	26,95,515	Adonis Lifecare Private Limited	NIL	Five
Shri Archit Amin	16/08/1983	12/05/2017	B.E., Master of Science in Engineering from the University of Pennsylvania, USA. Research & Development, Product procurement and processing in Chemical Industry	8,45,395	Adonis Lifecare Private Limited	NIL	Five
Shri Shreeraj Desai	12/12/1983	13/02/2020	Diploma in Engineering Instrumentation and Control and Diploma in marketing Management. He is having experience of more than 10 years of working in various Industries and has handled diversified works.	0	NIL	Two	N.A*

Shri. Kandarp Amin, Whole Time Director of the Company is spouse of Smt. Archana K. Amin, Whole Time Director of the Company and Father of Shri. Archit K. Amin, Whole Time Director of the Company.

Terms and conditions of appointment/ re-appointment and Details of remuneration last drawn, if any are as mentioned in the explanatory statement.

under this column, membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee is considered.

* No Board Meeting held after his appointment in financial Year 2019-2020.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.architorg.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

(The remote e-voting period begins on Saturday 26th September, 2020 at 10:00 A.M. and ends on Monday 28th September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@parikh-dave.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in or contact NSDL officials Mr. Pratik Bhatt at designated email ID: pratikb@nsdl.co.in or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: saritam@nsdl.co.in or at telephone nos. : +91-22-24994890.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to share@architorg.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to share@architorg.com
2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under **shareholders/members** login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting

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instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at share@architorg.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email-id, mobile number at share@architorg.com. These queries will be replied to by the company suitably by email.

Place : Ahmedabad
Date: September 01,2020
REGISTERED OFFICE
PLOT NO. 25/9-A, PHASE III,
G.I.D.C. NARODA,
AHMEDABAD - 382 330

BY ORDER OF THE BOARD
FOR ARCHIT ORGANOSYS LIMITED.

(KANDARP K. AMIN)
Chairman & Whole Time Director
DIN: 00038972

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

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

ITEM NO. 3

Our Company is mainly engaged in the business of manufacturing and sale of various chemical products such as Mono Chloro Acetic Acid, Sodium Mono Chloro Acetate, EDTA and other organic chemicals. Products such as Ethyl Acetate, Toulene, Acetone Anhydride and Acetic Acid are other major products, the Company is engaged with.

Your Company has successfully completed the setting up of the project at Bhavnagar, Gujarat and now the plant at new location is being operated successfully. Your directors have thought it advisable to raise fund to meet its fund requirements by way of issue of warrants / equity shares and hence it is proposed to issue warrants as stated in the resolution.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Regulation 160 of SEBI ICDR Regulations, 2018 any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

The consent of the shareholders is being sought by way of a special resolution to enable the Board to issue and allot convertible warrants as may be permitted under applicable laws to the proposed allottees as mentioned in the resolution in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottees of convertible warrants has not sold any equity shares of the Company during six months preceding the Relevant Date i.e. Friday 28th August, 2020.

In compliance with the above mentioned provisions, the Board of Directors proposes to pass resolution as set in the notice for approval of Shareholders' as a Special Resolution.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. The objects of the preferential issue:

The proceeds of the proposed issue will be utilized for any one or in combination with any one or more of the purposes such as to augment the fund for to augment the net worth of the Company and to form a capital base for business growth, to meet the long term fund requirements of the Company, to repay the debt of the Company for capital expenditure to be incurred for expansion and new product addition, to meet working capital requirements arose due to loss, to improve the capital structure and for general corporate purpose.

2. The total number of securities to be issued, pricing and relevant date:

It is proposed to issue and allot upto 55,00,000 convertible warrants at a price of Rs. 10/- per warrant, each convertible into 1 (One) equity share of face value of Rs. 10/- each at par aggregating to not more than Rs. 5,50,00,000/-to the proposed allottee.

The price of each equity share to be issued in lieu of Warrants is fixed at Rs.10/- (Rupees Ten Only) per share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

The relevant date determined in accordance with the SEBI (ICDR) Regulations is Friday, 28th August, 2020.

3. Basis on which the price is arrived at:

The equity shares of Company are listed on BSE Limited and are frequently traded in accordance with SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or

ARCHIT ORGANOSYS LIMITED

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The pricing of the Warrants to be allotted on preferential basis is Rs. 10/- per convertible warrants to be converted into equivalent number of Equity Share of face value of Rs. 10/- each, at par which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

4. Shareholding pattern before and after the Preferential issue:

Sr. No.	Category of shareholding	Pre issue		Post issue	
		Total No. of shares	% of Total No. of Shares	Total No. of shares	% of Total No. of Shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	82,78,400	55.11	1,17,78,400	57.40
	Bodies Corporate	Nil	-	Nil	-
	Sub Total (A)(1)	82,78,400	55.11	1,17,78,400	57.40
2	Foreign				
	Individuals (Non-Resident Individuals / Foreign Individuals)	Nil	-	Nil	-
	Sub Total (A)(2)	82,78,400	55.11	1,17,78,400	57.40
(B)	Public Shareholdings				
1	Institutions	Nil	-	Nil	-
	Sub Total (B)(1)	Nil	-	Nil	-
2	Non-Institutions				
	Individual				
	a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	33,15,807	22.08	33,15,807	16.16
	b) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	22,55,130	15.01	42,55,130	20.74
	Any Other (Specify)				
	a) HUF	2,87,977	1.92	2,87,977	1.40
	b) Bodies Corporates	6,42,238	4.28	6,42,238	3.13
	c) NRIs	2,34,758	1.56	2,34,758	1.14
	d) Clearing members	6,313	0.04	6,313	0.03
	e) Directors or Directors relatives	100	0.00	100	0.00
	Sub Total (B)(2)	67,42,323	44.89	87,42,323	42.60
	Total Public Shareholding (B)= (B)(1)+(B)(2)	67,42,323	44.89	87,42,323	42.60
(C)	Shares held by Custodians and against which depository Receipts have been issued	Nil	-	Nil	-
	Sub-Total (C)	Nil	-	Nil	-
	Grand Total (A+B+C)	1,50,20,723	100.00	2,05,20,723	100.00

Note:

- The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottees would have subscribed to and been allotted all the Equity Shares resulting from the exercise of option of conversion of warrants. In the event for any reason, the proposed allottee does not or is unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

- The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed allotment and conversion of the warrants into Equity shares.

5. **Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the preferential issue:**

Mrs. Archana Amin, Mr. Archit Amin, Promoters, who are also Directors on the board of the Company, Mr. Suchit Amin, Mrs. Shimoli Amin and Mrs. Manini Amin, belonging to Promoter Group have shown their intent to subscribe to the convertible warrants proposed to be issued by the Company. Apart from them no other Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Warrants under the Preferential Issue. The proposed allotment of convertible warrants is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters.

6. **Proposed time within which the proposed preferential issue shall be completed:**

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approvals.

7. **Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

8. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the year 2019-20 and during the period from 1st April, 2020 till the date of this notice.

9. **Valuation for consideration other than cash:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

10. **Lock-in:**

The warrants and the Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subjected to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

11. **Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank paripassu with the existing equity shares of the Company in all respects, including dividend.

12. **Auditor's Certificate:**

A copy of certificate from Statutory Auditors of the Company certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 as amended from time to time and will be placed made available before the shareholders of the Company at Annual General Meeting and will also be open for inspection by the members at the registered office of the Company between 11.00 AM to 5.00 P.M. between Monday to Friday of every week upto the date of Annual General Meeting.

13. **Other Disclosures / Undertakings:**

- It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge and any of its Promoters are willful defaulter.
- The proposed allottee(s) have not sold any equity shares during the six months preceding the Relevant Date.

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14. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee	Holding Pre-preferential Issue		No. of Convertible Warrants to be allotted	Holding /Post Preferential issue after conversion of warrants (*)	
				No of Shares	%		No of Shares	%
1	Mrs. Archana Amin	Promoter	Same as proposed allottee being natural person	26,95,515	17.95	11,75,000	38,70,515	18.86
2	Mr. Archit Amin	Promoter	Same as proposed allottee being natural person	8,45,395	5.63	7,75,000	16,20,395	7.90
3	Mr. Suchit Amin	Promoter Group	Same as proposed allottee being natural person	10,66,195	7.10	5,50,000	16,16,195	7.87
4	Mrs. Shimoli Amin	Promoter Group	Same as proposed allottee being natural person	0	0	5,00,000	5,00,000	2.44
5	Mrs. Manini Amin	Promoter Group	Same as proposed allottee being natural person	0	0	5,00,000	5,00,000	2.44
6	Ms. Viraj Samir Shah	Non-promoter (Public)	Same as proposed allottee being natural person	24,717	0.16	10,00,000	10,24,717	4.99
7	Ms. Amoli Samir Shah	Non-promoter (Public)	Same as proposed allottee being natural person	30,000	0.20	10,00,000	10,30,000	5.02

*Assuming full conversion of warrant.

Except Mrs. Archana Amin, Mr. Archit Amin along with their relatives, being proposed allottees, none of the other Directors, Key Managerial Personnel and their relatives are in anyway concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 4 :

Shri Shreeraj V. Desai has been appointed as an Additional Director (Categorized as Independent Director) of the Company by the Board of Directors w.e.f. February 13, 2020 who holds office upto the date of ensuing Annual General Meeting. The Company has received from him requisite consent to act as a Director and a declaration that he meets the criteria of independence as provided under section 149(6) of the Act, in connection with his appointment as an Independent Director. Copy of the draft letter for his appointment as an Independent Director would be available for inspection without any fees by the members at the Registered office of the Company during normal business hours on any working day upto the date of ensuing Annual General Meeting. The nomination remuneration committee has also recommended his re-appointment as an Independent Director on the Board. The Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company.

Shri Shreeraj V. Desai holds Diploma in Engineering Instrumentation and Control and Diploma in marketing Management. He is having experience of more than 10 years of working in various Industries and has handled diversified works. Considering his qualification, expertise and experience the Board of Directors thought it desirable to appoint him as an Independent Director on the Board.

Your Directors recommend the passing of the proposed Ordinary Resolution.

Except Shri Shreeraj V. Desai, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5 :

The present term of appointment of Shri Kandarp K. Amin as a Whole-time Director of the Company has expired on 31st March, 2020. The Board of Directors of the Company, on the recommendation of Nomination and remuneration committee, has re-appointed him as the Whole-time Director of the Company on revised terms w.e.f. 1st April, 2020 for a term of three years.

During his association with the Company, he has continuously contributed in the growth of the Company. Considering his experience, knowledge and skills, the Board of Directors has re-appointed him for a period of three years with effect from 1 April, 2020 on the terms of Remuneration which has been recommended by the Nomination and Remuneration Committee and mentioned herein below:

(a) Salary:

Salary plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding Rs. 6,50,000/- per month. Annual increment maximum up to 30% of last remuneration depending upon work performance, working of the Company etc. as may be decided by the Nomination and Remuneration Committee of the Board from time to time.

(b) Perquisites:

In addition to the salary as described in (a) above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.

- (i) Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity: The Company shall pay gratuity as per the Company's Rules.
- (iii) Encashment of leave at the end of the tenure

(c) Other Perquisites:

- (i) Medical Reimbursement: Expenses incurred for Self and family subject to the ceiling of one month's salary per year which can be carried forward for 3 years.
- (ii) Leave travel concession: For self and family once in a year within such limits as may be approved by the Nomination and Remuneration Committee from time to time.
- (iii) Bonus / Ex-gratia payments: The Company shall pay as per the rules of the Company.
- (iv) The Company shall pay the residence telephone expenses, however the long distance personal call shall be billed by the Company.
- (v) He shall be entitled to the benefits under all the other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the company's practice, rules, regulations in force from time to time.

(d) Contribution to Pension Scheme (NPS) The Company may contribute in Pension Scheme as per the Company's rules.

(e) He will be entitled to all other benefits as applicable to the senior executives of the Company.

(f) For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.

Notwithstanding anything to the contrary herein contained, where, in any financial year the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members is being sought to approve the terms, conditions and stipulations for the re-appointment of Shri Kandarp K. Amin as Whole Time Director and the remuneration payable to him. In the opinion of the Board, Shri Kandarp K. Amin fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as a Whole Time Director of the Company.

Your Directors recommend the passing of the proposed special resolution.

Except Shri Kandarp K. Amin being an appointee and Smt. Archana K. Amin and Shri Archit Amin, Whole time Directors being relative, none of the other Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

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I. *General Information :

As per Note below

II. Information about the appointee :

- (1) Background details : He is a Commerce Graduate and has a vast experience of about 38 years in chemicals and trading business and 23 years in chemical manufacturing industry.
- (2) Past Remuneration : Rs. 6,50,000/- per month during the financial year 2019-20.
- (3) Recognition and awards : NIL
- (4) Job profile and his suitability: The Whole-time Director is responsible for production, project and corporate strategy subject to the superintendence, control and direction of the Board of Directors. Considering the long association and notable contributions made by him his appointment as a Whole Time Director is in the best interest of the Company.
- (5) Remuneration proposed: As mentioned Above.
- (6) Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in other companies.
- (7) He has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration and his shareholding in the Company.

III. Other information:

As per Note Below.

ITEM NO. 6 :

The present term of appointment of Smt. Archana K. Amin as a Whole-time Director of the Company has expired on 31st March, 2020, the Board of Directors of the Company, on the recommendation of Nomination and remuneration committee, has re-appointed her as the Whole-time Director of the Company on revised terms w.e.f. 1st April, 2020 for a term of three years.

During her association with the Company, she has continuously contributed in the growth of the Company. Considering her experience, knowledge and skills, the Board of Directors has re-appointed her for a period of three years with effect from 1 April, 2020 on the terms of Remuneration which has been recommended by the Nomination and Remuneration Committee and mentioned herein below:

(a) Salary:

Salary plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding Rs. 6,00,000/- per month. Annual increment maximum up to 30% of last remuneration depending upon work performance, working of the Company etc. as may be decided by Nomination and Remuneration Committee of the Board from time to time.

(b) Perquisites:

In addition to the salary as described in (a) above, she shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.

- (i) Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity: The Company shall pay gratuity as per the Company's Rules.
- (iii) Encashment of leave at the end of the tenure

(c) Other Perquisites:

- (i) Medical Reimbursement: Expenses incurred for Self and family subject to the ceiling of one month's salary per year which can be carried forward for 3 years.
- (ii) Leave travel concession: For self and family once in a year within such limits as may be approved by the Nomination and Remuneration Committee from time to time.
- (iii) Bonus / Ex-gratia payments: The Company shall pay as per the rules of the Company.
- (iv) The Company shall pay the residence telephone expenses, however the long distance personal call shall be billed by the Company.

- (v) She shall be entitled to the benefits under all the other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the company's practice, rules, regulations in force from time to time.
- (d) Contribution to Pension Scheme (NPS): The Company may contribute in Pension Scheme as per the Company's rules.
- (e) She will be entitled to all other benefits as applicable to the senior executives of the Company.
- (f) For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.

Notwithstanding anything to the contrary herein contained, where, in any financial year the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members is being sought to approve the terms, conditions and stipulations for the re-appointment of Smt. Archana K. Amin as Whole Time Director and the remuneration payable to her. In the opinion of the Board, Smt. Archana K. Amin fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her re-appointment as Whole Time Director of the Company.

Your Directors recommend the passing of the proposed resolution.

Except Smt. Archana K. Amin being an appointee and Shri Kandarp K. Amin and Shri Archit Amin, Whole time Directors being relative, none of the other Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

I. *General Information :

As per Note below

II. Information about the appointee :

- (1) Background details : She has done B.sc (Chemistry) and has vast experience in the field of Procurement, Export Business and Production planning and having overall experience of 14 years in the chemical industry.
- (2) Past Remuneration : Rs. 6,00,000/- per month including perquisites & benefits during the financial year 2019-20.
- (3) Recognition and awards : NIL
- (4) Job profile and his suitability: The Whole-time Director is responsible for production, project and corporate strategy subject to the superintendence, control and direction of the Board of Directors. Considering the long association and expertise in relevant field she is suited for the appointment as Whole Time Director of the Company.
- (5) Remuneration proposed: As mentioned Above.
- (6) Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by her the remuneration proposed to be paid is commensurate with the remuneration packages paid to her similar counterparts in other companies.
- (7) Smt. Archana Amin has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration and her shareholding in the Company.

III. Other information:

As per Note Below.

ITEM NO. 7 :

The present term of appointment of office of Shri Archit K. Amin as a Whole-time Director of the Company has expired on 11th May, 2020, the Board of Directors of the Company, on the recommendation of Nomination and remuneration committee, has re-appointed him as the Whole-time Director of the Company on revised terms w.e.f. 12th May, 2020 for a term of three years.

During the tenure, he has continuously contributed in the growth of the Company. Considering his experience, knowledge and skills, the Board of Directors has re-appointed him for a period of three years with effect from 12th May, 2020 on the terms of Remuneration which has been recommended by the Nomination and Remuneration Committee and mentioned herein below:

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(a) Salary:

Salary plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding Rs. 3,75,000/- per month. Annual increment maximum up to 30% of last remuneration depending upon work performance, working of the Company etc. as may be decided by Nomination and Remuneration Committee of the Board from time to time.

(b) Perquisites:

In addition to the salary as described in (a) above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.

- (i) Provident Fund: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity: The Company shall pay gratuity as per the Company's Rules.
- (iii) Encashment of leave at the end of the tenure

(c) Other Perquisites:

- (i) Medical Reimbursement: Expenses incurred for Self and family subject to the ceiling of one month's salary per year which can be carried forward for 3 years.
 - (ii) Leave travel concession: For self and family once in a year within such limits as may be approved by the Nomination and Remuneration Committee from time to time.
 - (iii) Bonus / Ex-gratia payments: The Company shall pay as per the rules of the Company.
 - (iv) The Company shall pay the residence telephone expenses, however the long distance personal call shall be billed by the Company.
 - (v) He shall be entitled to the benefits under all the other schemes, privileges and amenities as are granted to the senior executives of the Company in accordance with the company's practice, rules, regulations in force from time to time.
- (d) Contribution to Pension Scheme (NPS) The Company may contribute in Pension Scheme as per the Company's rules.
- (e) He will be entitled to all other benefits as applicable to the senior executives of the Company.
- (f) For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.

Notwithstanding anything to the contrary herein contained, where, in any financial year the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

Pursuant to the provisions of Section 196, 197 read with Schedule V of the Companies Act, 2013 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members is being sought to approve the terms, conditions and stipulations for re-appointment of Shri Archit K. Amin as Whole Time Director and the remuneration payable to him. In the opinion of the Board, Shri Archit K. Amin fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as Whole Time Director of the Company.

Your Directors recommend the passing of the proposed special resolution.

Except Shri Archit K. Amin being an appointee and Shri Kandarp K. Amin and Smt. Archana K. Amin, Whole time Directors being relative, none of the other Directors and Key Managerial Personnel of the Company and / or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

I. *General Information :

As per Note below

II. Information about the appointee :

- (1) Background details : He hold a bachelors Degree in Engineering from Gujarat University and Master degree in Engineering from the University of Pennsylvania, USA and has experience of working in Research & Development , product process and procurement field in the Chemical Industry.
- (2) Past Remuneration : Rs.3,75,000/- per month during the financial year 2019-20.

- (3) Recognition and awards : NIL
- (4) Job profile and his suitability: The Whole-time Director is responsible for production, project and corporate strategy subject to the superintendence, control and direction of the Board of Directors. He was associated with Company as a Chief Executive previously and had played key role in setting up unit at Bhavnagar hence he is suited for shouldering the responsibilities as Whole Time Director of the Company.
- (5) Remuneration proposed: As mentioned Above
- (6) Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him the remuneration proposed to be paid is commensurate with the remuneration packages paid to him similar counterparts in other companies.
- (7) He has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration and his shareholding in the Company.

III. Other information:

As per Note Below.

Note-

*General information of the Company:

- (1) Nature of Industry: Chemical Industry
- (2) The commercial operations have already begun.
- (3) The Company is not a new Company.
- (4) Financial Performance:

(Rs. in Lakh)

PARTICULARS	Year ended 31-03-2020	Year ended 31-03-2019
Revenue from Operations	7669.03	8399.61
Other Income	228.78	314.38
Profit before Exceptional Items and Tax	(79.12)	(625.64)
Exceptional items –	-	-
Profit before Tax	(79.12)	(625.64)
Tax Expense	0.99	(154.04)
Profit After Tax (PAT)	(80.11)	(471.60)
Other Comprehensive Income	(1.35)	4.22
Total Comprehensive Income	(81.46)	(467.38)

There are no foreign investments by the Company and the company has not entered into foreign collaboration.

**** Other information:**

1. Reason for loss or inadequate profits: Increased cost of inputs and stagnant economic environment has adversely affected the profitability of the Company.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Management of the Company has undertaken cost cutting measures implemented and effective utilisation of capacity. Consequently, the loss for the year ended on 31st March, 2020 has decreased as compared to 31st March, 2019 and is ambitious for better results.

PLACE : Ahmedabad
DATE: September 01, 2020
REGISTERED OFFICE
PLOT NO. 25/9-A, PHASE III,
G.I.D.C. NARODA,
AHMEDABAD - 382 330

BY ORDER OF THE BOARD
FOR ARCHIT ORGANOSYS LIMITED.

(KANDARP K. AMIN)
Chairman & Whole Time Director
DIN: 00038972

ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

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

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

Date: 10th September, 2020

CORRIGENDUM TO NOTICE OF 27TH ANNUAL GENERAL MEETING (AGM)

This is in reference to notice dated 1st September, 2020 convening 27th Annual General Meeting (AGM) of the shareholders of the Company to be held at 11 A.M. on Tuesday, 29th September, 2020 through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') for seeking approval of the members for the businesses as mentioned in the said notice.

Stakeholders are advised to take note of the following changes/modifications in the Notice through this corrigendum:

- 1) The names of the proposed allottees as mentioned in Special Resolution at Item No. 3 shall be read as under.

Sr. No.	Names as mentioned in the Notice	Names to be read as under
1	Mrs. Archana Amin	AMIN ARCHANA KANDARP
2	Mr. Archit Amin	AMIN ARCHIT KANDARP
3	Mr. Suchit Amin	AMIN SUCHIT KANDARP
4	Mrs. Shimoli Amin	SHIMOLI AMIN
5	Mrs. Manini Amin	MANINI AMIN
6	Ms. Viraj Samirbhai Shah	VIRAJ SAMIRBHAI SHAH
7	Ms. Amoli Samirbhai Shah	AMOLI SAMIR SHAH

- 2) In the explanatory statement to Item No. 3, in the point 14 names of all the proposed allottees be changed as above and be read as mentioned below. The post issue % of AMIN SUCHIT KANDARP to be changed from 7.87% to 7.88%. Hence, the table on page no. 14 of notice be revised as under:

14. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottee	Holding Pre- preferential Issue		No. of Convertible Warrants to be allotted	Holding /Post Preferential issue after conversion of warrants (*)	
				No. of Shares	%		No. of Shares	%
1	AMIN ARCHANA KANDARP	Promoter	Same as proposed allottee being natural person	26,95,515	17.95	11,75,000	38,70,515	18.86
2	AMIN ARCHIT KANDARP	Promoter	Same as proposed allottee being natural person	8,45,395	5.63	7,75,000	16,20,395	7.90
3	AMIN SUCHIT KANDARP	Promoter Group	Same as proposed allottee being natural person	10,66,195	7.10	5,50,000	16,16,195	7.88
4	SHIMOLI AMIN	Promoter Group	Same as proposed allottee being natural person	0	0	5,00,000	5,00,000	2.44
5	MANINI AMIN	Promoter Group	Same as proposed allottee being natural person	0	0	5,00,000	5,00,000	2.44
6	VIRAJ SAMIRBHAI SHAH	Non-promoter (Public)	Same as proposed allottee being natural person	24,717	0.16	10,00,000	10,24,717	4.99
7	AMOLI SAMIR SHAH	Non-promoter (Public)	Same as proposed allottee being natural person	30,000	0.20	10,00,000	10,30,000	5.02

*Assuming full conversion of warrant.

By virtue of this corrigendum there is no change in securities offered, the proposed allottees and other terms of the security offered.

This corrigendum should be read in continuation of and in conjunction with notice of AGM as sent earlier to you. The approval of the members at AGM is sought for Item no. 3 (Special Business) as altered by this corrigendum read with the notice.

This corrigendum along with the notice is available on the website of the Company i.e. www.architorg.com and will also be placed on the website of the stock exchange at www.bseindia.com.

Place : Ahmedabad
Date: September 10, 2020

REGISTERED OFFICE
PLOT NO. 25/9-A, PHASE III,
G.I.D.C. NARODA,
AHMEDABAD - 382 330

BY ORDER OF THE BOARD
FOR ARCHIT ORGANOSYS LIMITED

(KANDARP K. AMIN)
Chairman & Whole Time Director
DIN: 00038972

ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

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

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

Date: 19th September, 2020

REVISED CORRIGENDUM TO NOTICE OF 27TH ANNUAL GENERAL MEETING (AGM)

This is in reference to notice dated 1stSeptember, 2020 convening 27th Annual General Meeting (AGM) of the shareholders of the Company to be held at 11 A.M. on Tuesday, 29th September, 2020 through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') for seeking approval of the members for the businesses as mentioned in the said notice.

Stakeholders are advised to take note of the following changes/modifications in the Notice through this revised corrigendum:

- 1) In the explanatory statement to Item No. 3, in the point 5 under the heading "Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the preferential issue" names of Promoters/ Directors shall be read as AMIN ARCHANA KANDARP and AMIN ARCHIT KANDARP and that name of the person belonging to Promoter Group shall be read as AMIN SUCHIT KANDARP, SHIMOLI AMIN and MANINI AMIN.
- 2) In the last paragraph of the Explanatory statement to Item No. 3, the names of the Directors shall be read as AMIN ARCHANA KANDARP and AMIN ARCHIT KANDARP.

By virtue of this revised corrigendum there is no change in securities offered, the identity of proposed allottees and other terms of the security offered.

This revised corrigendum should be read in continuation of and in conjunction with notice of AGM as sent earlier to you along with corrigendum dated 10th September, 2020. The approval of the members at AGM is sought for Item no. 3 (Special Business) as altered by this corrigendum.

This notice along with corrigendum(s) is available on the website of the Company i.e. www.architorg.com and will also be placed on the website of the stock exchange at www.bseindia.com.

Place : Ahmedabad
Date: September 18,2020

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

(KANDARP K. AMIN)
Chairman & Whole Time Director
DIN: 00038972