

ARCHIT ORGANOSYS LIMITED

Registered Office: Plot No 25/9-A Phase-III, G.I.D.C Naroda, Ahmedabad-382330, Gujarat, India;

Corporate Office: 9th Floor, Venus Benecia, Nr. Pakwan Restaurant, Bodakdev,
S.G. Highway, Ahmedabad-380051, Gujarat, India;

Contact Person: Mr. Darshan Kinkhabwala, Company Secretary and Compliance officer;

Telephone: +91-79-26873340 **E-mail:** share@architorg.com; **Website:** www.architorg.com,

Corporate Identity Number: L24110GJ1993PLC019941

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

To,
The Members of Archit Organosys Limited

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modifications, amendments or re-enactment thereof for the time being in force, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws & regulations, consent of the shareholders is sought for the resolution appended below by way of postal ballot/ electronic voting. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof, is also annexed herewith for your consideration.

The Board of Directors of your Company has appointed Mr. Umesh Parikh, Partner of M/s Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and Central Depository Services (India) Limited ("CDSL") as agency for providing e-voting facility. You are requested to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the self-addressed business reply envelope so as to reach the Scrutinizer before the close of working hours (i.e. 5.00 P.M.) on 30th April, 2018.

Upon completion of the scrutiny of the postal ballot forms, the Scrutinizer will submit his report to the Chairman of the Company. The Chairman or any Director authorised by him, shall announce the result of the Postal Ballot at the Registered Office of the Company at 5.00 P.M. on Wednesday, 2nd May, 2018. The resolution if passed with requisite majority shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal Ballot forms i.e. on 30th April, 2018.

The said result would be displayed on the notice board of the Registered Office of the Company and on the Company's website viz. www.architorg.com along with the Scrutinizer's report besides being communicated to BSE Limited, where the existing equity shares of the Company are listed.

SPECIAL BUSINESS:

Variation in terms of objects of issue stated in Letter of Offer.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, and such other approvals, permissions, sanctions, if any, as may be necessary, approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the 'Board' which term shall be deemed to include any committee authorized to exercise its power including the powers conferred by this resolution) to vary, alter, modify, revise or amend the terms of objects for utilisation of the issue proceeds referred in the Letter of Offer dated February 22, 2017 ("**Letter of Offer**"), filed by the Company with the SEBI, as mentioned in the Explanatory Statement annexed to this Notice."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient in the best interest of the Company and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to this end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any director(s)/officer(s)/ authorized representative(s) of the Company to give effect to the aforesaid resolution."

Sd/-

KANDARP AMIN

Chairman & Whole Time Director
DIN- 00038972

Place: Ahmedabad
Date: 23/03/2018
Regd. Office:
PLOT NO 25/9-A,
PHASE-III, GIDC NARODA,
AHMEDABAD- 382330.

NOTES:

1. The Explanatory statement setting out material facts and reasons for the proposed special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
2. The Notice is being sent to all the shareholders, whose name appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 23rd March, 2018 and will be considered for the purpose of voting. A person who is not a Member as on 23rd March, 2018 should treat this Notice for information purposes only.
3. Notice of Postal Ballot is being sent by email to those Members who have registered their e-mail addresses with the Company or with the Depository Participant ("DP"). Members who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. Link Intime India Pvt. Ltd., the Registrar and Transfer Agents of the Company by e-mailing them at ahmedabad@linkintime.co.in or writing at 5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Off C G Road, Navrangpura, Ahmedabad - 380009.
4. For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being dispatched alongwith a self-addressed Business Reply envelope.
5. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.
6. The e-voting period will begin on Sunday, 1st April, 2018, 9:00 a.m. and will end on Monday, 30th April, 2018 at 5.00 p.m. After which e-voting module will be disabled for voting. The physical ballot should reach scrutinizer on or before Monday, 30th April, 2018 at 5.00 p.m. failing which, it will be treated as if no reply has been received from the Member.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.
10. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Darshan Kinkhabwala, Company Secretary at Corporate Office of the Company situated at 9th Floor, Venus Benecia, Nr. Pakwan Restaurant, Bodakdev, S.G. Highway, Ahmedabad-380051 or by sending an e-mail at share@architorg.com.
11. **Voting through Electronic Means (E-voting)**

In compliance with the requirements of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically, for the resolution proposed to be passed through Postal Ballot, instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use 10 digits of the sequence number in the PAN Field. The Sequence Number is printed on address slip.
DOB	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.
Dividend\Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of ARCHIT ORGANOSYS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

CONTACT DETAILS:

Company	ARCHIT ORGANOSYS LIMITED
Registrar and transfer agent	LINK INTIME INDIA PVT. LTD.
E-voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	M/s. Parikh Dave & Associates Practicing Company Secretaries, Ahmedabad E-mail ID: evoting@parikhdave.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company has issued 1,00,42,200 equity shares of face value of Rs.10/- each (“Equity Shares”) for cash at a price of Rs. 25 each including a share premium of Rs. 15 per equity share (“Issue Price”) aggregating to Rs. 2,510.55 lakhs on a rights basis to the existing equity shareholders of company in the ratio of 2 equity shares for every 1 fully paid-up equity share held by the equity shareholders. The allotment of 1,00,42,200 equity shares was made on 24th March, 2017. The partly paid up shares were listed on BSE Limited and were admitted for dealing by BSE Limited w.e.f. 5th April, 2017 vide ISIN: IN9078101019.

The details of original objects of the issue as per Letter of Offer dated February 22, 2017 and proposed variation are enumerated below:

A. The original object of the issue, total money utilized and un-utilized for the objects stated in the Letter of Offer and extent of achievement of proposed objects:

(Rs. In lakhs)					
Sr. No.	Particulars	Amount as Stated in Letter of Offer	Amount utilized upto 28/02/2018	% of utilization of Fund	Amount un- utilized upto 28/02/2018
1.	Project- I (To part finance the MCA, SMCA and CAC/SBS Unit)	778.47	778.47	100.00%	--
2.	Project- II (To finance the PAC Unit)	784.30	319.14	40.69%	465.16
3.	To part repay existing unsecured loans	320.00	320.00	100.00%	--
4.	For General Corporate Purposes	582.78	582.78	100.00%	--
Total		2465.55	2000.39		465.16

The Particulars of the proposed alteration or change in the objects of issue:**(Rs. In Lakhs)**

Sr. No.	Particulars	Amount as stated in Letter of offer	Amount utilized till 28/02/2018	Revised/Proposed Utilization till 31/03/2019
1.	Project- II (To finance the PAC Unit)	784.30	319.14	Nil
2.	To finance technology upgradation and capital expenses for MCA, TCAC, SBS, CAC Unit	Nil	Nil	165.16
3.	To finance working capital needs for MCA, TCAC, SBS, CAC Unit	Nil	Nil	275.00
4.	Prepayment of Term Loan of Union Bank of India	Nil	Nil	25.00
Total funds to be utilized		784.30	319.14	465.16

B. The Reason and Justification for the alteration or change in the Object:**1. Decrease in Utilization of funds for PAC Unit:**

The Company had engaged senior technical consultant for advising and setting up of Project- II i.e. PAC unit at Bhavnagar site. But due to untimely and sudden death of technical consultant for Project- II, the said project for the time being was postponed. Company tried to identify new technical consultant, however company could not find the one suitable who can assure the successful completion and assured production with desired parameter. Due to delay in implementation, the management reassessed the viability of project and found that the value addition in the said PAC project became less lucrative in changed scenario. Considering the same, it was decided not to undertake the said project in the larger interest of the company. Since the certain machineries and equipments purchased for said project so far out of net proceeds allocated for Project- II will be utilized for existing Project- I i.e. MCA, SMCA, TCAC, SBS and CAC Unit and the balance unutilized amount is temporarily kept in Cash Credit account so as to reduce the interest cost towards interim use of funds.

2. Part finance technology upgradation and capital expenses for MCA, TCAC, SBS, CAC Unit:

Out of the total un-utilized funds of Rs. 465.16 lakhs, the company will be utilizing Rs. 165.16 lakhs for technology up gradation and capital expenses estimated to be incurred for existing MCA, TCAC, SBS and CAC Unit. This upgradation has been suggested by technical team appointed by the company. This will lead to more efficient and smooth functioning of the production activities.

3. Financing working capital needs:

The company will be utilizing funds amounting to Rs. 275.00 lakhs to finance its working capital needs. Additional working capital will help the company in purchasing its raw materials at better prices which eventually will improve profitability of the company. With the increase in production at new unit, additional working capital will ensure smooth functioning of day to day activities.

4. Prepayment of Term Loan from Union Bank of India:

The company will be utilizing funds amounting to Rs. 25.00 lakhs towards prepayment of term loan availed from Union Bank of India (UBI). This will result into lowering the cost of debt and improved debt-equity ratios.

In view of the above the Board considers it prudent to vary the deployment of and to re-classify the unutilized amount towards various objects stated above for optimum utilization of Net proceeds and maximize the return on investment for members of the Company and ensuring future growth of the Company.

Risk factors pertaining to new objects:

The proposed variation is inherent to all the risk as stated in the Letter of Offer dated February 22, 2017. As majority of unutilized amount is going to be utilized for existing project of the Company which is performing to the expected level, the Board is not expecting any vulnerable risk factor.

In view of the above proposed requirements of the Company, approval of the members is being sought by way of a Special Resolution through postal ballot for variation in the terms of the objects of the issue pursuant to applicable provisions of the Companies Act, 2013 and relevant rules made there under (including any amendment thereto or re-enactment thereof for the time being in force) and subject to compliance of such other applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended and such other requisite approvals, consent and clearance from the Company' bankers, statutory authorities, bodies corporate if and wherever and as may be required.

A copy of each of the documents referred herein is open for inspection at the Corporate Office of the Company between 10.00 A.M. to 4.00 P.M. on any working day excluding Saturday and Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer.

The Board recommends the aforesaid resolution of the Notice for approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be concerned or interested, either financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

**By Order of the Board of Directors
Archit Organosys Limited**

**Sd/-
KANDARP AMIN
Chairman & Whole Time Director
DIN- 00038972**

**Place: Ahmedabad
Date: 23/03/2018**