

Date: 13/08/2022

To,
BSE Limited
Phorizes Jeejeebhoy Tower,
Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: Intimation of 29th Annual General Meeting of the Company

Ref: Security ID: ARCHITORG; Security Code: 524640

We would like to inform you that Company's 29th Annual General Meeting will be held on Thursday, 08th September, 2022 through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM').

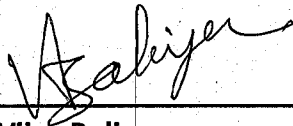
We are enclosing herewith notice of 29th Annual General Meeting of the Company.

The Notice is available on the website of the Company i.e. www.architorg.com.

We request you to kindly take the above information on your record.

Thanking you,

Your Faithfully,
For Archit Organosys Limited



Vijay Boliya
Company Secretary & Compliance Officer

Encl: As above

ARCHIT ORGANOSYS LIMITED

CIN: L24110GJ1993PLC019941

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

PHONE: 91-79- 40082447 E-MAIL: share@architorg.com

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Archit Organosys Limited (the Company) will be held at **12:35 P.M. (IST) on Thursday, 08th September, 2022** 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, 2022, 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 declare dividend recommended by Board of Directors at Rs. 0.75/- (7.50%) per equity share of Rs. 10/- each.
- (3) To appoint a Director in place of Shri Archit K. Amin (DIN:01681638) who retires by rotation and being eligible, offers himself for re-appointment.
- (4) **To Appoint Statutory Auditor of the Company and fix their remuneration:**

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 the Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. G. K. Choksi & Co., Chartered Accountants, (Firm Reg. no. 101895W) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors M/s. Chirag R. Shah & Associates, Chartered Accountants (Firm Registration Number- 118791W), to hold office for a term of five (5) consecutive years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held for the financial year ending on March 31, 2027, on the remuneration and out of pocket expenses as may be decided by Board of Directors in consultation with the Statutory Auditors.

SPECIAL BUSINESS:

- (5) **To ratify remuneration payable to the Cost Auditors for the financial year 2022-23:**

To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for time being in force) M/s. Rajendra Patel & Associates, Cost Accountants (FRN: 101163) who were appointed by the Board on 25th July, 2022 upon recommendation of Audit committee of the Board to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2023, be paid the remuneration amounting to Rs.90,000 (Rupees Ninety Thousand Only) plus taxes and reimbursement of out-of-pocket expenses that may be incurred during the course of audit, be and is hereby confirmed and ratified."

RESOLVED FURTHER THAT anyone of the executive Director of the Company be and is hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this resolution."

- (6) **To increase the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers

including powers conferred on the Board by this resolution) to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, loans and guarantees and security provided may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any one Executive Director and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and execute necessary deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

(7) **To re-appoint Shri Kandarp Amin (DIN: 00038972) as the Whole Time Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and 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 01st April, 2023 on the terms and conditions including remuneration as detailed in the explanatory statement.

RESOLVED FURTHER THAT 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 reenactments thereof for the time being in force) without further approval of 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.”

(8) **To re-appoint Smt. Archana Amin (DIN: 00038985) as the Whole Time Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and 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 01st April, 2023 on the terms and conditions including remuneration as detailed in the explanatory statement.

RESOLVED FURTHER THAT 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 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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(9) **To re-appoint Shri Archit Amin (DIN: 01681638) as the Whole Time Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and 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, 2023 on the terms and conditions including remuneration as detailed in the explanatory statement.

RESOLVED FURTHER THAT 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 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.”

Place : Ahmedabad
Date: 25th July, 2022
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

NOTES:

- Pursuant to 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, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 and SEBI Circulars and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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. 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.
- Information required to be furnished as required under SS-2 and pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Director who is proposed to be re-appointed is given below:

Name of the Director	Date of Birth	Date of Appointment	Qualification and Expertise in functional areas	Shareholding in the Company	Details of Directorship held in other Companies as on 31.03.2022 alongwith listed Entities from which they has resigned in the past three years.@	Details of Membership/ Chairmanship of Committee(s) held in other Companies as on 31.3.2022#	No. of board meetings attended during Financial 2021-2022
Shri. Kandarp Amin*	20/08/1957	22/01/2000	Commerce Graduate Expertise: Manufacturing, Export-import business, finance and management. Experience of about 40 years in chemicals and trading business and 25 years in manufacturing of chemicals.	36,71,295	Rajpath Club Limited	Nil	Ten
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.	38,70,515	Adonis Lifecare Private Limited	NIL	Ten
Shri Archit Amin	16/08/1983	12/05/2017	B.E., Master of Science in Engineering from the University of Pennsylvania, USA. Expertise: Research & Development, Product Procurement and Processing in Chemical Industry.	16,20,395	Adonis Lifecare Private Limited	NIL	Ten

*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.

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

@No Director is director in any other listed entity.

- 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,

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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. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the Act).

4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, 26th August, 2022 to Thursday, 01st September, 2022 (both days inclusive)**. The dividend if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ("TDS"), wherever applicable as under:

To all the Beneficial Owners as at the end of the day on **Thursday, 25th August, 2022** as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

To all Members in respect of **shares held in physical form** after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/Registrar and Share Transfer Agent on or before the close of business hours **Thursday, 25th August, 2022**.

5. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. 1st April 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members were requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company/RTA, by sending documents through e-mail by Thursday, 01st September, 2022.
6. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form, are requested to update their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service ("ECS") or any other means are requested to send hard copies of the following details/documents to the Company's Registrar and Share Transfer Agent ("RTA"), viz. LINK INTIME INDIA PVT. LTD. at 5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Sardar Patel Nagar, Ahmedabad - 380009, latest by Thursday, 01st September, 2022:
- a signed request letter mentioning your Name, Folio Number, complete address and following details relating to Bank Account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11 digit IFSC Code.
 - b) Self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) Self-attested copy of the PAN Card; and
 - d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
7. For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/demand draft to such Members, through postal or courier services.
8. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the DEMAT account of the IEPF Authority. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority as prescribed under IEPF Regulations.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
10. 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. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 05th September, 2022 at 10:00 A.M. and ends on Wednesday, 07th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 01st September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 01st September, 2022.

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: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their DEMAT accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in DEMAT mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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. Password details for shareholders other than Individual shareholders 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 etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 evoting@parikhdave.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 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 Email ID: evoting@nsdl.co.in.

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.
2. 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 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.

THE MANNER IN WHICH PERSONS WHO HAVE ACQUIRED SHARES AND BECOME MEMBERS OF THE COMPANY AFTER THE DISPATCH OF NOTICE MAY OBTAIN THE LOGIN ID AND PASSWORD:-

Any person who acquires shares and becomes shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date may cast their votes by following the instructions and process of e-voting as provided above.

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 EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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 instructions mentioned in the notice to avoid last minute rush.
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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at share@architorg.com. The same will be replied by the company suitably.
6. The Board of Directors has appointed Mr. Umesh Parikh or failing him, Mr. Uday Dave partners of M/s. Parikh and Associates, Company Secretaries as Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.

Place : Ahmedabad
Date: 25th July, 2022
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 businesses mentioned in the accompanying Notice. Further, for Item No. 4 the explanatory statement is being provided pursuant to the Regulation 36(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listings Regulations”)

ITEM NO. 4: To Appoint Statutory Auditor of the Company and fix their remuneration :

M/s. Chirag R. Shah & Associates, Chartered Accountants (Firm Registration Number- 118791W) were appointed as Statutory Auditors of the Company at 24th Annual General Meeting (‘AGM’) held on 23rd September, 2017 to hold the office of the Auditors up to the conclusion of the 29th Annual General Meeting (AGM of Financial year 2021-22).

The appointment term of five consecutive years of existing Auditor’s firm has completed pursuant to Section 139(2) of the Companies Act, 2013. The Audit Committee and the Board of Directors at their respective meetings held on 25th July, 2022 recommended appointment of M/s. G. K. Choksi & Co., Chartered Accountants, (Firm Reg. no. 101895W) as the Statutory Auditors of the Company for a term of five years from the conclusion of 29th AGM till the conclusion of the 34th AGM (AGM of Financial year 2026-27), in place of retiring Auditors.

M/s. G.K. Choksi & Co. is a well renowned firm which has experience of more than 5 decades and today it stands with work force of more than 200 personnel and H.O. in Ahmedabad and three other offices with one each in the commercial capital. It provides Tax Consultancy, Financial Transaction Advisory Services, Audit and Assurance Services to its various clients.

The remuneration payable to the statutory auditors for the financial year 2022-23 has been fixed as Rs.7.50 Lakhs plus applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors. Considering the experience & expertise of the said firm the increase in remuneration from previous auditor is justified.

M/s. G.K. Choksi & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the ordinary resolution with or without modification as per item No. 4 of the accompanying notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution as per item No. 4 of the notice.

ITEM NO. 5: To Ratify remuneration payable to the Cost Auditors for the financial year 2022-23:

The Board at its meeting held on 25th July, 2022, on the recommendation of the Audit Committee, has approved the appointment and recommended remuneration of Rajendra Patel & Associates, Cost Accountants, to conduct the audit of the cost records of the company for the financial year ending on 31st March, 2023.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.90,000 (Rupees Ninety Thousand) plus applicable taxes and out of pocket expenses payable to the Cost Auditor has subsequently required to be approved by the shareholders of the company. The remuneration of the Cost Auditor shall be ratified by the shareholders.

None of the Directors / Key Managerial Personnel of the company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at the Item No. 5 of the accompanying Notice of the AGM.

The Board recommends the resolution at Item no.5 to be passed with or without modification as an Ordinary Resolution.

ITEM NO. 6: To increase the limits for giving loans, making investments and providing guarantees or security under Section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Shareholder may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid and considering the future business plans it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution with or without modification as set out at Item No.6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

ITEM NO. 7: To re-appoint Shri Kandarp Amin (DIN: 00038972) as a Whole Time Director of the Company:

The present term of appointment of Shri Kandarp K. Amin as a Whole-time Director of the Company shall expire on 31st March, 2023. Considering his experience, knowledge, skills and his valuable contribution towards the company the Board of Directors, upon the recommendation of Nomination and Remuneration Committee at its meeting held on 25th July, 2022, has re-appointed him as the Whole-time Director of the Company subject to approval of members in the ensuing general meeting on revised terms w.e.f. 01st April, 2023 for a term of three years.

a) Remuneration:

Remuneration plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding **Rs. 7,50,000/-** (Rupees Seven Lakhs Fifty Thousand only) 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 upto 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 remuneration 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, 203 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.

Shri Kandarp K. Amin has given required consent and disclosure to act as Whole Time Director of the Company and

ARCHIT ORGANOSYS LIMITED

declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Board recommends the resolution at Item No.7 to be passed with or without modifications as 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.

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 40 years in chemicals and trading business and 25 years in chemical manufacturing industry.
- 2) Past Remuneration: Rs. 6,50,000/- per month during the financial year 2021-22.
- 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 other pecuniary transactions directly or indirectly in the company except to the extent of his shareholding in the Company and other transactions covered in notes to accounts.

III. **Other information:

As per Note Below.

ITEM NO. 8: To re-appoint Smt. Archana Amin (DIN: 00038985) as a Whole Time Director of the Company:

The present term of appointment of Smt. Archana K. Amin as a Whole-time Director of the Company shall expire on 31st March, 2023, Considering her experience, knowledge and skills and her valuable contribution towards the company the Board of Directors, upon the recommendation of Nomination and Remuneration Committee at its meeting held on 25th July, 2022, has re-appointed her as the Whole-time Director of the Company subject to approval of members in the ensuing general meeting on revised terms w.e.f. 01st April, 2023 for a term of three years.

a) Remuneration:

Remuneration plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding **Rs. 6,50,000/-** (Rupees Six Lakhs Fifty Thousand) 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 upto 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 (d) 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, 203 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 fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her re-appointment as Whole Time Director of the Company.

Smt. Archana K. Amin has given required consent and disclosure to act as Whole Time Director of the Company and declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Board recommends the resolution at Item No. 8 to be passed with or without modifications as Special 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 16 years in the chemical industry.
- (2) Past Remuneration: Rs. 6,00,000/- per month including perquisites & benefits during the financial year 2021-22.
- (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) She has no other pecuniary transactions directly or indirectly in the company except to the extent of her shareholding in the Company and other transactions covered in notes to accounts.

III. **Other information:

As per Note Below.

ARCHIT ORGANOSYS LIMITED

ITEM NO. 9: To re-appoint Shri Archit Amin (DIN: 01681638) as the Whole Time Director of the Company:

The present term of appointment of office of Shri Archit K. Amin as a Whole-time Director of the Company shall expire on 11th May, 2023, Considering his experience, knowledge and skills, the Board of Directors of the Company, upon the recommendation of Nomination and remuneration committee at its meeting held on 25th July, 2022, has re-appointed him as the Whole-Time Director of the Company subject to approval of members in the ensuing general meeting on revised terms w.e.f. 12th May, 2023 for a term of three years.

a) Remuneration:

Salary plus allowances with different breakup be payable on monthly / yearly basis within overall limit not exceeding **Rs. 5,50,000/-** (Rupees Five Lakhs Fifty Thousand) 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, 203 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.

Shri Archit K. Amin has given required consent and disclosure to act as Whole Time Director of the Company and declaration in terms of Circulars No. NSE/CML/2018/24 issued by NSE and LIST/COMP/14/2018-19 issued by BSE dated June 20, 2018 stating that he is not debarred/restrained for being re-appointed or for holding the office of director in the Company by virtue of any order issued by SEBI or any other competent authority.

The Board recommends the resolution at Item No. 9 to be passed with or without modifications as 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. 4,75,000/- per month during the financial year 2021-22.
- (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 he 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 him similar counter parts in other companies.
- (7) He has no other pecuniary transactions directly or indirectly in the company except to the extent of his shareholding in the Company and other transactions covered in notes to accounts.

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 lacs)

PARTICULARS	Year ended 31-03-2022	Year ended 31-03-2021
Revenue from Operations	13,666.42	9,451.12
Other Income	192.01	54.32
Profit before Exceptional Items and Tax	1,142.54	468.41
Exceptional items –	-	-
Profit before Tax	1,142.54	468.41
Tax Expense	319.38	(32.24)
Profit After Tax (PAT)	823.16	500.65
Other Comprehensive Income	2.38	4.91
Total Comprehensive Income	825.54	505.56

- (5) The company has not made any foreign investments and neither entered into any foreign collaboration.

**** Other information:**

1. Reason for loss or inadequate profits: The Company has earned profits after tax of Rs. 500.65 Lacs in the Financial Year 2020-21 and has earned profit after tax of Rs.823.16 Lacs in the Financial Year 2021-22. The company put best efforts to increase Sales and Profit to reduce overheads. However, due to new project, the Interest and Depreciation are higher so the profits are lower. The Company in order to compensate the efforts put by the whole time Directors has proposed the resolution as set out in the explanatory statement above.
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 is deliberately looking after the cost cutting measures implemented and effective utilisation of capacity. Consequently, the profit for the year ended on 31st March, 2022 has increased as compared to 31st March, 2021 and the company is ambitious for the same improved position.

Place : Ahmedabad
Date: 25th July, 2022
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