

**Note: The business of this meeting may be transacted through electronic voting system.**

#### **NOTICE**

Notice is hereby given that the 38th Annual General Meeting of the Company will be held on Thursday the **26th day of September, 2019 at 11.00 A.M.** at the Registered Office of the Company situated at 181, Sector-3, Industrial Growth Centre, Bawal, Distt Rewari, Haryana-123501 to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended and Cash Flow statement as on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Shri Radha Nath Pattnayak (Din-01189370), who retires by rotation and, being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

##### **ITEM NO. 3**

#### **Reappointment of Mr. Rameshwar Dayal Tayal (DIN-00021148) as an Independent Director for a second Consecutive Term of 5 Years.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the said Act and Regulation 16(1) (b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any amendments, statutory modifications and/or re-enactments thereof for time being in force and on the basis of recommendation of Nomination and remuneration committee, Mr. Rameshwar Dayal Tayal (DIN-00021148), be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five (5) Years up to the conclusion of 43<sup>rd</sup> Annual General Meeting of the company in the calendar year 2024, not liable to retire by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

##### **ITEM NO. 4**

#### **Reappointment of Ms. Sonia Dube (DIN-01994475) as an Independent Director for a second Consecutive Term of 5 Years.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the said Act and Regulation 16(1) (b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any amendments, statutory modifications and/or re-enactments thereof for time being in force and on the basis of recommendation of Nomination and remuneration committee, Ms. Sonia Dube (DIN-01994475), be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five (5) Years up to the conclusion of 43<sup>rd</sup> Annual General Meeting of the company in the calendar year 2024, not liable to retire by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

##### **ITEM NO. 5**

#### **Continuation of Directorship of Mr. S L Mohan**

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. S L Mohan (DIN 00028126), who will attain the age of seventy five (75) years on 10th February, 2020 to continue to be a Non-Executive Independent Director of the Company up to conclusion of Annual General Meeting to be held in FY 2020, being the date of expiry of his current term of office."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters or things as may be deemed proper and expedient to give effect to this Resolution."

##### **ITEM NO. 6**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:-**

**"RESOLVED THAT** pursuant to the provisions of Section-148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration of Rs. 40,000 plus GST and out of pocket expenses.

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to take steps as may be necessary or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For Arcotech Limited**

**(Krishan Kumar Mishra)  
Company Secretary  
A25496**

Place: New Delhi  
Date: 13th August, 2019

#### **Registered Office:**

181, Sector-3, Industrial Growth Centre  
Bawal, District-Rewari, Haryana-123501  
Tel: 01284-464160/161, Fax: 01284-264024  
CIN: L34300HR1981PLC012151  
Email: contact@arcotech.in , investors@arcotech.in  
Website: www.arcotech.in

**NOTES:**

*As Arcotech Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Voting by show of hands will not be available to the members at the 38th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.*

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item No(s) 3 to 6 above, are annexed hereto and forms part of notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.  
A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The appointment of proxy shall be in Form-MGT-11 (attached herewith) and the instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate board resolutions/ authority, as applicable.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from **20<sup>th</sup> September, 2019 to 26<sup>th</sup> September, 2019** (both days inclusive).

**6. VOTING THROUGH ELECTRONIC MEANS:*****In case of members receiving e-mail:***

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com), Click on "Shareholders" tab.
- (ii) Now, select ARCOTECH LIMITED from the drop down menu and click on "SUBMIT".
- (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 & had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

|                       | <b><i>For Members holding shares in Demat Form and Physical Form</i></b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. - Sequence number is communicated in the Attendance Slip/ Covering Letter.</li> </ul> |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 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. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the ARCOTECH LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

***In case of members receiving the physical copy:***

Please follow all steps from **SL. No. (i) to SL. No. (xvii)** above to cast vote.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- The voting period begins on 23th September, 2019 (9.00am) and ends on 25th September, 2019 (5.00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.
- The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date (record date) of 19<sup>th</sup> September, 2019.
- Mr. Saurabh Agrawal c/o M/s. Saurabh Agrawal & Co., Company Secretaries, 403, Nirmal Tower, 26, Barakhamba Road, Connaught place, New Delhi-110001 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
- The Results shall be declared on or after AGM of the Company. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.arcotech.in](http://www.arcotech.in) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

- Members holding shares in physical form are requested to inform any change of address, Email -id, Bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd, 23, R N Mukharjee Road, 5<sup>th</sup> floor, Kolkata-700001. Members holding shares in electronic form are requested to inform any change of address, Email -id, bank details etc. immediately to their respective depository participants.***
- Members holding shares in physical form are requested to write the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd, 23,R N Mukharjee Road,5<sup>th</sup> floor, Kolkata-700001 to register the E-mail id (of only first/sole holder), Permanent Account No. (PAN No.) Unique Identification No. (AADHAR No.), Mother's/Father's/Husband's name, Occupation, In case Member is a minor, Name of the guardian and date of birth of the member and CIN No. (In case member is a body corporate)***
- At the Venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by e-voting shall be entitled to cast their vote through Ballot papers.***
- Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.***
- Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 19<sup>th</sup> September, 2019, may obtain their USER ID and password for e-voting from M/s Maheshwari Datamatics Pvt Ltd 23,R N Mukharjee Road,5<sup>th</sup> Floor, Kolkata-700001.***
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the STA i.e. M/s. Maheshwari Datamatics Pvt Ltd, 23,R N Mukharjee Road,5<sup>th</sup> Floor, Kolkata-700001
- All documents referred to in the above notice and the explanatory statement shall be open for inspection at the Registered Office of the Company between 10.00 A.M. and 6.00 P.M. on all working days upto and including the date of Annual General Meeting of the Company.
- Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
- Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
- Members may also note that the Annual Report and notice for FY 2018-19 will also be available on the Company's website [www.arcotech.in](http://www.arcotech.in) for their download.
- Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.

18. The Register of Directors and Key Managerial personnel and their shareholding, maintained u/s170 of the Companies Act, 2013 will be available for inspection at the registered office of the Company between 10.00 A.M. and 6.00 P.M. on all working days up to the date of meeting and at the commencement of the Meeting and remain open and accessible during the continuance of the meeting.
19. The Register of Contracts, maintained u/s 189 of the Companies Act, 2013 will be available for inspection at the registered office of the Company between 10.00 A.M. and 6.00 P.M. on all working days up to the date of meeting and at the commencement of the Meeting and remain open and accessible during the continuance of the meeting.
20. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
21. Members desiring any information or clarifications on the Annual Report are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meetings of the same may be attended to, well in advance.
22. Members are already aware that the Company had appointed M/s. Maheshwari Datamatics Pvt Ltd, 23,R N Mukharjee Road,5<sup>th</sup> floor, Kolkata-700001, as Share Transfer Agent (STA), both for electronic connectivity and Share Transfer work. Members can make correspondence with STA for Share Transfer requests and change of address related queries at mdpldc@yahoo.com.
23. Members having multiple accounts in identical names or joint accounts in the same order are requested to intimate the Company / STA, the ledger folio of such accounts to enable the Company to consolidate all such shareholdings in to one account.
24. **Pursuant to the prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by the ICSI and the MCA Circular, no gifts/ coupons shall be distributed at the meeting.**
25. The Company is registered with the following depositories for dematerialization of its Equity Shares:-
  - i) National Securities Depository Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
  - ii) Company has designated Central Depository Services (India) Ltd CDSL as a Designated Depository, situated at Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai-400001
26. Pursuant to regulation 36 of the SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Director's eligible for re-appointment vide item no.3 & 4 is given herein below:

| <b>Name of the Director</b>                                     | <b>Mr. Rameshwar Dayal Tayal</b>                                                                                                                                                                                                   | <b>Ms. Sonia Dube</b>                                                                                                                                                                                                                                                                                             |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| DIN No.                                                         | 00021148                                                                                                                                                                                                                           | 01994475                                                                                                                                                                                                                                                                                                          |
| Date of Birth                                                   | 30.11.1953                                                                                                                                                                                                                         | 06.05.1974                                                                                                                                                                                                                                                                                                        |
| Qualification                                                   | Bachelors' degree in commerce from Delhi University                                                                                                                                                                                | Bachelors' degree in Law (LLB) from Kanpur                                                                                                                                                                                                                                                                        |
| First date of Appointment                                       | 12.11.2005                                                                                                                                                                                                                         | 12.08.2014                                                                                                                                                                                                                                                                                                        |
| Expertise in Specific Functional Areas                          | He is expertise in Finance and worked in ITC Group for 25 Years as a President.<br>The Company has immensely benefitted from his rich experience, knowledge, guidance and expertise especially in the field of accounts and audit. | She possesses appropriate skills, experience and knowledge in legal. Presently, she is associated with one of the leading law firm named as Legal option situated as New Delhi. She contributes, advises and provides valuable suggestions on various items discussed in the meetings of the Board and Committee. |
| Directorship held in other listed entities                      | NIL                                                                                                                                                                                                                                | NIL                                                                                                                                                                                                                                                                                                               |
| Chairmanship/ Membership of Committees (across all public Cos.) | <b>Member in following committees of Arcotech Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> </ul>            | <b>Member in following committees of Arcotech Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Stakeholders Relationship Committee</li> </ul>                                                                                                                                          |
| Number of Shares held in the Company                            | NIL                                                                                                                                                                                                                                | NIL                                                                                                                                                                                                                                                                                                               |
| Relationship with any Director(s) of the Company                | No                                                                                                                                                                                                                                 | No                                                                                                                                                                                                                                                                                                                |

## ANNEXURE TO NOTICE

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

#### ITEM NO. 3 & 4

#### Re-appointment of Mr. Rameshwar Dayal Tayal and Ms. Sonia Dube as the Independent Directors of the Company for a second consecutive term.

Mr. Rameshwar Dayal Tayal (DIN : 00021148), and Ms. Sonia Dube (DIN: 01994475) were appointed as Independent Directors of the Company to hold office up to conclusion of 38<sup>th</sup> Annual General Meeting to be held on 2019.

Pursuant to the provisions of Section 149 of the Companies Act, 2013, a person can be reappointed as an Independent Director for a second consecutive term with the approval of the Members by way of special resolution. Further, Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 requires that any Non-Executive Director who has attained the age of 75 years or more cannot be appointed or continue as a Non-Executive Director in any listed company, unless a special resolution is passed to that effect.

The Board of Directors, at its meeting held on August 13, 2019 has reappointed Mr. Rameshwar Dayal Tayal and Ms. Sonia Dube for a second consecutive term of five (5) years with effect from conclusion of ensuing Annual General Meeting to be held on 26<sup>th</sup> September 2019. Profiles and justification of Mr. Rameshwar Dayal Tayal and Ms. Sonia Dube for their reappointment as Independent Directors are mention below:

**(i) Mr. Rameswar Dayal Tayal**

Mr. Rameswar Dayal Tayal was born in Delhi on November 30, 1953. He holds a Bachelors' degree in commerce from Delhi University and Expertise in Finance. He worked in ITC Group for 25 Years as a President. Mr. Tayal joined the Board of Directors of the Company in the year 2005. The Company has immensely benefitted from his rich experience, knowledge, guidance and expertise especially in the field of accounts and audit. He has been providing valuable suggestions to the Company's management and expresses his views articulately. He is physically fit and has been actively participating in all the Board Meetings of the company.

Mr. Tayal also serves as a Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of your company.

**(ii) Ms. Sonia Dube**

Ms. Sonia Dube was born on May 06, 1974. She has Bachelors' degree in Law (LLB) from Kanpur.

Ms. Dube possesses appropriate skills, experience and knowledge; inter alia, in the field of legal matters. Presently, she is associated with one of the leading law firm named as Legal option situated as New Delhi. Ms. Dube regularly appears in the Supreme Court and High Courts of India,

Ms. Dube was appointed as an Independent Director for a term of five (5) years on 2014. Her vast experience, expertise and knowledge have benefitted the company. She contributes, advises and provides valuable suggestions on various items discussed in the meetings of the Board and Committee.

Ms. Dube also serves as a Member of Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee of your company.

Apart from the above information, additional disclosures as required pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) are stated in the table annexed above. Based on the performance evaluation of each of the aforesaid Directors, the Board found that the Directors were well qualified and had individually and collectively functioned constructively in the best interests of the Company. The Company has received declarations from the above said directors to the effect that they meet the criteria of independence as prescribed in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the above said directors are disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. Mr. Rameswar Dayal Tayal and Ms. Sonia Dube are not debarred from holding the office of Director pursuant to any SEBI order or any such authority.

Board recommends passing of the Special Resolutions as stated at Item no. 3 & 4 of the Notice for reappointment of the Independent Directors.

Except for the respective directors being interested in their own reappointments, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the special resolution set out at item no. 3 & 4 of the Notice.

**ITEM NO. 5**

The Members of the Company at the Thirty Forth Annual General Meeting held on September 28, 2015 has appointed Mr. S L Mohan as an Independent Director of the Company for a term of five (5) consecutive years up to conclusion of Annual General Meeting to be held in FY 2020.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. S L Mohan will attain the age of seventy five (75) years on 10<sup>th</sup> February, 2020. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of their directorships up to conclusion of Annual General Meeting to be held in FY 2020, being the date of expiry of his current term of office will be required to be passed. The Board of Directors, at its meeting held on August 13, 2019, has unanimously decided the continuation of directorships of Mr. S L Mohan, up to conclusion of Annual General Meeting to be held in FY 2020, being the date of expiry of his current term of office.

Profiles and justification for continuation of the directorship for aforesaid Director are stated below:

Mr. S L Mohan, born on February 10, 1945, is a Non-Executive Independent Director of the Company, who was CMD at Oriental Insurance Co. Ltd possess vast experience in Insurance Sector. Mr. Mohan also holds directorships in reputed public companies like Jaiprakash Power Ventures Limited, Jaypee Fertilizers & Industries Limited, Religare Health Insurance Company Limited, Himalyan Expressway Limited, Majestic Auto Limited & Jaypee Healthcare Limited.

Mr. Mohan has been an active member of the Board and the Board Committees of which he is a member. He brings independent judgment on the Board of the Company and his continued association will be valuable and enriching. With his expertise, skills and knowledge the Company has benefited immensely. Mr. Mohan is physically fit, mentally alert and is vocal at the Board and Committee meetings. He provides his independent view in board and committee deliberations.

Except Shri S. L. Mohan, None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Yours Directors recommend Special resolution set out at Item No. 5 for approval.

**ITEM NO.6**

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the company for the financial year ending March 31, 2020 as per the following details:

| Name of the Cost Auditor | Address                                                                           | Firm Registration No | Industry           | Audit fees (Rs. per annum)                         |
|--------------------------|-----------------------------------------------------------------------------------|----------------------|--------------------|----------------------------------------------------|
| M/s SS Chug & Co.        | 44-b, Jawahar Market, P.O. Partap Nagar, Distt Ropar, Nangal Dam, Punjab – 140125 | 101595               | Non Ferrous Metals | 40,000 plus service tax and out of pocket expenses |

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Yours Directors recommend Ordinary resolution set out at Item No.6 for approval.

**ARCOTECH LIMITED**

CIN: L34300HR1981PLC012151

Registered Office: 181, Sector-3, Industrial Growth Centre, Bawal, District-Rewari, Haryana-123501

Tel: 01284-464160/161, Fax: 01284-264024

Corporate Office: F-701A, Lado Sarai, Mehrauli, New Delhi-110030

Tel: 01129523251, Fax: 01129523020

Email: contact@arcotech.in, investors@arcotech.in Website: www.arcotech.in

**FORM NO. MGT-11  
PROXY FORM****Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014**

Name of the member(s):

Registered Address:

Email Id:

Folio No/ Client ID:

DP ID-

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:..... Address:.....  
..... Email Id:.....Signature:....., or failing him
2. Name:..... Address:.....  
..... Email Id:.....Signature:....., or failing him
3. Name:..... Address:.....  
..... Email Id:.....Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company, to be held on Thursday, the 26th September, 2019 at 11.00 a.m. at the Registered Office of the Company situated at 181, Sector-3, Industrial Growth Centre, Bawal, Distt Rewari, Haryana-123501 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No.           | Resolution                                                                                                                                                                                                                                                                                                                    | Resolution<br>(Ordinary/ | Optional* |         |
|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-----------|---------|
|                   |                                                                                                                                                                                                                                                                                                                               |                          | For       | Against |
| ORDINARY BUSINESS |                                                                                                                                                                                                                                                                                                                               |                          |           |         |
| 1                 | Adoption of Accounts.                                                                                                                                                                                                                                                                                                         | Ordinary                 |           |         |
| 2                 | Re-appointment of Mr. Radha Nath Pattnayak, who retires by rotation and, being eligible, offers himself for re-appointment.                                                                                                                                                                                                   | Ordinary                 |           |         |
| SPECIAL BUSINESS  |                                                                                                                                                                                                                                                                                                                               |                          |           |         |
| 3                 | Re-appointment of Mr. Rameshwar Dayal Tayal (DIN:00021148) as an Independent Director of the company for a second consecutive term of 5 years.                                                                                                                                                                                | Special                  |           |         |
| 4                 | Re-appointment of Ms. Sonia Dube (DIN:01994475) as an Independent Director of the company for a second consecutive term of 5 years.                                                                                                                                                                                           | Special                  |           |         |
| 5                 | Continuation of Directorship of Mr. S L Mohan (DIN:00028126) who will attain the age of Seventy Five years on 10 <sup>th</sup> February 2020 as a Non-Executive Independent Director of the company up to conclusion of Annual General Meeting to be held in FY 2020, being the date of expiry of his current term of office. | Special                  |           |         |
| 6                 | Ratification of Remuneration of Cost Auditor                                                                                                                                                                                                                                                                                  | Ordinary                 |           |         |

Signed this .....day of .....2019

Signature of the Member

Signature of proxy holder(s)

Affix  
Rupee 1  
Revenue  
Stamp**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 38th Annual General meeting.
- \* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



## ARCOTECH LIMITED

ATTENDANCE SLIP

CIN: L34300HR1981PLC012151

**Registered Office:** 181, Sector-3, Industrial Growth Centre, Bawal, District-Rewari, Haryana-123501

**Tel:** 01284-464160/161, **Fax:** 01284-264024

**Corporate Office:** F-701A, Lado Sarai, Mehrauli, New Delhi-110030

**Tel:** 01129523251, **Fax:** 01129523020

**Email:** contact@arcotech.in , investors@arcotech.in **Website:** www.arcotech.in

Master Folio No.

DP ID-Client ID No.

### NAME AND ADDRESS OF THE SHAREHOLDER

.....

.....

.....

.....

No. of Shares held:

I/We hereby record my/our presence at the 38th ANNUAL GENERAL MEETING of the Company held on Thursday, the 26th day of September, 2019 at 11.00 A.M. at 181, Sector-3, Industrial Growth Centre, Bawal, Distt Rewari, Haryana-123501

Member's Folio/DP ID-Client ID No.

Member's /Proxy's Name in Block Letters

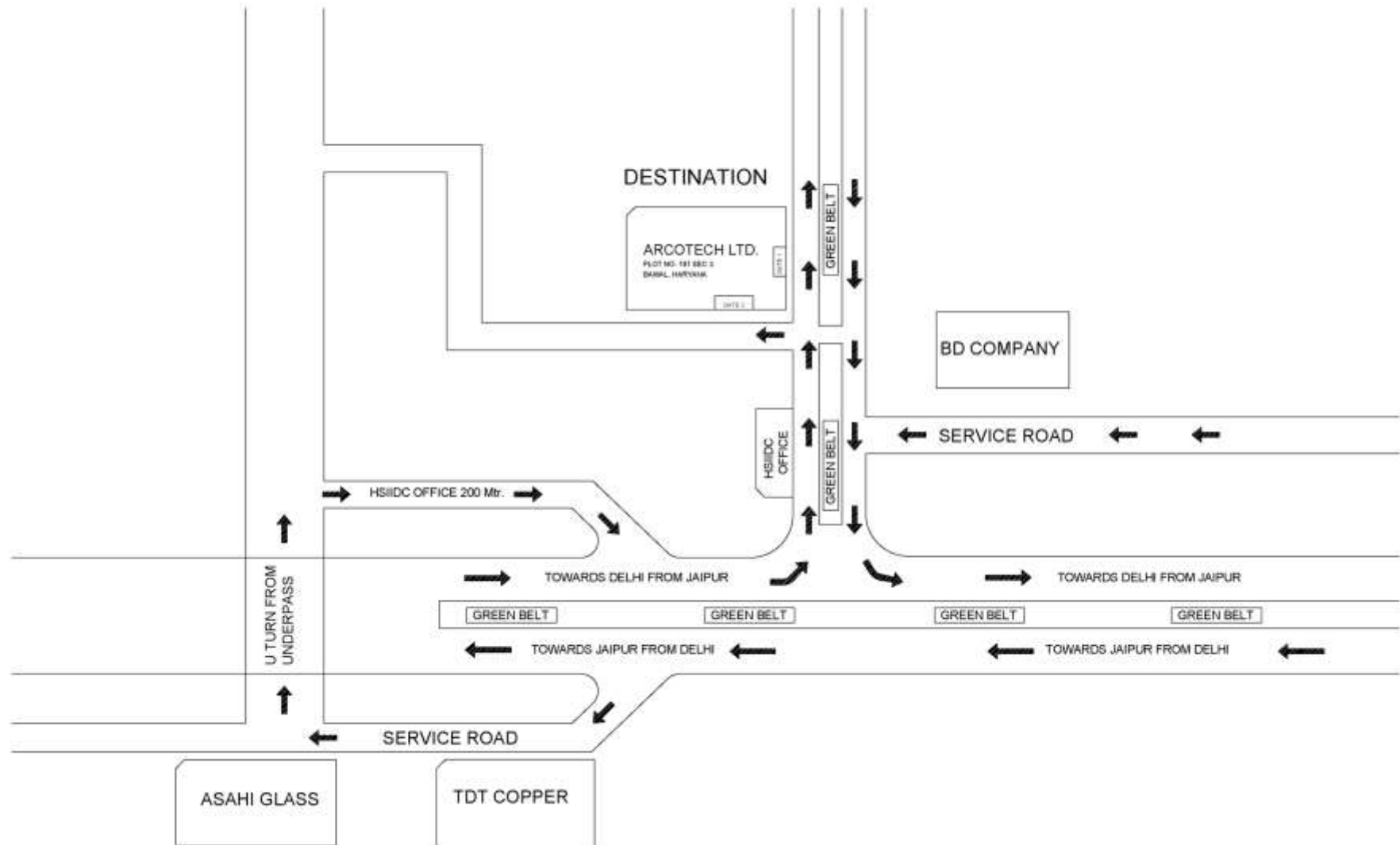
Member's /Proxy's Signatures

### Notes:

1. Please complete the Name & Folio/DP ID-Client ID No. and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the meeting.

# ARCOTECH LIMITED

Route Map to the venue of AGM to be held on 26th September, 2019



*38th Annual Report*  
*2018 - 2019*



**ARCOTECH LIMITED**