

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

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Company will be held on **Wednesday the 30th day of December, 2020 at 11.30 A.M.** through Video Conference/other Audio Visual Means (OVAM) 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, 2020 including Audited Balance Sheet as at 31st March, 2020 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; and
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. Sham Lal Mohan (DIN-00028126) 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. Sham Lal Mohan (DIN-00028126), 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 44th Annual General Meeting of the company in the calendar year 2025, 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

Continuation of Directorship of Mr. Sham Lal 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. Sham Lal Mohan (DIN 00028126), who will attain the age of seventy six (76) years on 10th February, 2021 to continue to be a Non-Executive Independent Director of the Company up to conclusion of Annual General Meeting to be held in FY 2021, 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. 5

Appointment of Ms. Megha Bansal as Woman Independent Director of the Company

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 149, 150, 152 read with Schedule IV and other applicable provisions of the companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (LODR) Regulations, 2015 (Listing Regulations), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Megha Bansal, as an Additional Director of the company w.e.f 12th November 2020, who has submitted a declaration that she meets the criteria for independence as provided under section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Woman Non Executive Independent Director of the Company, not liable to retire by rotation to hold office for a period of Five Years till 11th November, 2025 or Whichever AGM held in 2025."

"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, 2021, be paid the remuneration of Rs. 10,000 plus 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**

Place: New Delhi
Date: 12th November, 2020

**(Krishan Kumar Mishra)
Company Secretary**

A25496

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:

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 15th June 2020 (hereinafter referred to as "MCA circulars") permitted Companies to hold Annual General Meeting through Video Conference (VC)/other Audio Visual Means (OVAM) without the physical presence of the members. In compliance with the MCA circulars, The Annual General Meeting is being held through Video Conference/other Audio Visual Means (OVAM).
2. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 39th AGM is being held through VC/OVAM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 39th AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.
3. In accordance with MCA Circulars, the notice of the 39th AGM and the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and the Annual Report 2019-20 will also be available on the Company's website www.arcotech.in and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited www.bseindia.com and www.nseindia.com respectively.
4. The Company has facilitated the Members to participate at the 39th AGM through the VC/OVAM facility provided by CDSL. The instructions for participation through VC by Members are given separately. Participation at the AGM through VC/OVAM; shall be allowed on a first-come-first-served basis.
5. As per MCA circulars, Members attending the 39th AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with the user id and password is given separately. The remote e-voting facility is in addition to e-voting that will take place at the 39th AGM being held through VC/OVAM.
7. Members joining the Meeting through VC/OVAM; who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OVAM; but shall not be entitled to cast their vote again. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.
8. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
9. 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.
10. The facility of joining the e-AGM through VC/OVAM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OVAM will be available to atleast 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are not allowed to attend the AGM Without restriction on account of first come first served basis.
11. The Register of Members and the Share Transfer Books of the Company shall remain closed from **24th December, 2020 to 30th December, 2020** (both days inclusive).

12. VOTING THROUGH ELECTRONIC MEANS:**1. Remote e-voting*****In case of members receiving e-mail:***

- (i) Log on to the e-voting website 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 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:

<i>For Members holding shares in Demat Form and Physical Form</i>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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.
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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.
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- (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.
 - 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 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.
- (xviii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts

In case of members who have not registered their e-mail address (including members holding shares in physical form):

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

- 2. Voting at the Annual General Meeting :** Those members who are present in the meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote their e-voting at the meeting. members who have already cast their votes by remote e-voting are eligible to attend the meeting. however those Members are not entitled to cast their vote again at the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - (ii) Only those shareholders, who are 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 available during the AGM.
 - (iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of evoting during the meeting is available only to the shareholders attending the meeting.
 - (iv) Shareholders 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.
3. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. if a member casts votes by both modes i.e. voting at AGM and remote e voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- 4. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- (i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - (ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - (iv) 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.
 - (v) Shareholders may send their questions/queries in advance at least 48 working hours prior to the time fixed for meeting mentioning their name demat account number/folio number, email id, mobile number at company's email secretarial@arcotech.in; These queries will be replied to by the company suitably by email or answered during the AGM.
5. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at hyperlink <http://www.evotingindia.com> www.evotingindia.com, under help section or write

an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- (A) 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 under help section or write an email to helpdesk.evoting@cdslindia.com
 - (B) The voting period begins on 27th December, 2020 (9.00am) and ends on 29th December, 2020 (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 23rd December, 2020, 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.
 - (C) 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 23rd December, 2020.
 - (D) The Board of Director have appointed Mr. Krishan Kumar Mishra, Company Secretary as the person responsible, for the entire process of voting i.e remote e voting and e-voting at the AGM. 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 remote e-voting and e-voting process in a fair and transparent manner.
 - (E) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated scrutinizer's report of the votes cast in favor or against, if any, to the Chairman of the Meeting within 48 hours of conclusion of the meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, www.arcotech.in, and on the websites of Stock Exchanges, www.bseindia.com, www.nseindia.com
13. *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, 5th 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.*
 14. *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,5th 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)*
 15. *Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 23rd December, 2020, may obtain their USER ID and password for e-voting from M/s Maheshwari Datamatics Pvt Ltd 23,R N Mukharjee Road,5th Floor, Kolkata-700001.*
 16. 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,5th Floor, Kolkata-700001
 17. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company or the Registrar and Transfer Agent of the Company. The said form can be downloaded from the Company's website <http://www.arcotech.in>
 18. 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.
 19. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s).
 20. 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.
 21. Members may also note that the Annual Report and notice for FY 2019-20 will also be available on the Company's website www.arcotech.in for their download.
 22. 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.
 23. 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.
 24. 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.
 25. Members are already aware that the Company had appointed M/s. Maheshwari Datamatics Pvt Ltd, 23,R N Mukharjee Road,5th 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.
 26. **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.**
 27. 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

28. Pursuant to regulation 36 of the SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Director's eligible for re-appointment and appointment vide item no.3 & 5 is given herein below:

Name of the Director	Mr. Sham Lal Mohan	Ms. Megha Bansal
Date of Birth	10.02.1945	14.05.1992
Qualification	B.Sc Engineering (Mech.), All	CA from ICAI and Bachelors' degree in commerce from Delhi University
First date of Appointment	20.09.2014	12.11.2020
Expertise in Specific Functional Areas	He possess vast experience in Insurance sector. He was CMD at Oriental Insurance Co. Ltd. and directorships in reputed public companies like Jaiprakash Power Ventures Limited, Jaypee Fertilizers & Industries Limited, Religare Health Insurance Company Limited, Himalyan Expressway Limited, Jaypee Healthcare Limited. Mr. Mohan also holds directorships in Majestic Auto Limited & Care Health Insurance Limited	Ms. Megha Bansal is a member of the Institute of Chartered Accountant of India and Commerce Graduate from Delhi University. She has got vast experience in the field of Finance, Accounts, commercial and Audit over 5 Years.
Directorship held in other listed entities	Majestic Auto Limited	NIL
Chairmanship/ Membership of Committees (across all public Cos.)	Member in following committees of Arcotech Limited <ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee 	NIL
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

Re-appointment of Mr. Sham Lal Mohan as the Independent Directors of the Company for a second consecutive term.

Mr. Sham Lal Mohan (DIN : 00028126), was appointed as Independent Directors of the Company to hold office up to conclusion of 39th Annual General Meeting to be held on 2020.

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 September 14, 2020 has reappointed Mr. Sham Lal Mohan for a second consecutive term of five (5) years with effect from conclusion of ensuing Annual General Meeting to be held on 30th December 2020. Profiles and justification of Mr. Sham Lal Mohan for their reappointment as Independent Director are mention below:

(i) Mr. Sham Lal Mohan

Mr. Sham Lal Mohan was born on February 10, 1945. He holds a B.Sc Engineering (Mech.), All and Expertise in Insurance Sector. He worked in Oriental Insurance Co. Ltd. on post of CMD. Mr. Sham Lal Mohan joined the Board of Directors of the Company in the year 2014. The Company has immensely benefitted from his rich experience, knowledge, guidance and expertise. 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. Sham Lal Mohan also serves as a Member of Audit Committee, Nomination & Remuneration Committee of your company.

ITEM NO. 4

The Members of the Company at the Thirty Forth Annual General Meeting held on September 28, 2015 has appointed Mr. Sham Lal 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. Sham Lal Mohan will attain the age of seventy six (76) years on 10th February, 2021. 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 2021, 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 September 14, 2020, has unanimously decided the continuation of directorships of Mr. Sham Lal Mohan, up to conclusion of Annual General Meeting to be held in FY 2021, 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. Sham Lal 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. 4 for approval.

ITEM NO. 5

Appointment of Ms. Megha Bansal as a Director (Non Executive-Independent)

Ms. Megha Bansal was appointed as an Additional Director of the Company in Independent Capacity with effect from November 12, 2020 under Section 161 of the Companies Act, 2013. Her term of office shall expire at the ensuing Annual General meeting. The company has received a notice in writing from a member pursuant to Section-160 of the Companies Act, 2013 signifying his intention to propose Ms. Megha Bansal as a candidate for the office of the Director. Ms. Megha Bansal, aged 28 years did CA and possesses appropriate skills, experience and knowledge; inter alia, in the field of Accounts, Finance and allied matters. Presently she is associated with one of the leading CA firm situated at Gurugram. Ms. Megha Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Section 149 of the Act and Listing Regulations inter alia stipulate the criteria of independence directors. As per the Explanation to Section 152(6) of the Companies Act, 2013, an Independent Director shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Ms. Megha Bansal, that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Listing Regulations. Except Ms. Megha Bansal, 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 Ordinary 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, 2021 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	10,000 plus 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, 2021.

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.

39th Annual Report
2019 - 2020



**ARCOTECH
LIMITED**

CORPORATE INFORMATION

CIN : L34300HR1981PLC012151

BOARD OF DIRECTORS

Sh. Arvind Kumar Saraf	:	Chairman & Promoter
Sh. Radha Nath Pattanayak	:	Whole Time Director
Sh. R D Tayal	:	Independent Director
Sh. Sham Lal Mohan	:	Independent Director

AUDITORS

M/S. Amit Joshi & Associates
Chartered Accountants
E-14/14 Basement, Vasant Vihar
New Delhi - 110057

REGISTRAR

Maheshwari Datamatics Pvt Ltd,
23, RN Mukherjee Road, 5th Floor,
Kolkata-700001
Ph:- 033-2248 2248, Fax : 033-51410591

REGISTERED OFFICE AND WORKS

181, Industrial Growth Centre, Sector-3,
Bawal-123501 Distt.Rewari (Haryana)

DIRECTORS' REPORT

Dear Members,

Your Directors have immense pleasure in presenting the 39th Annual Report on the business and operations of the Company together with Audited Statement of Accounts of your Company for the financial year ended the 31st March, 2020.

1. FINANCIAL HIGHLIGHTS

(Rs. in Crores)		
PARTICULARS	2019-2020	2018-2019
Sales	75.49	452.11
Profit Before Interest, Depreciation & Tax (PBDIT)	(65.41)	(68.34)
Less : Interest & Finance Charges	13.09	58.09
Profit Before Depreciation & Tax (PBIT)	(78.50)	(126.43)
Less : Depreciation	11.07	10.60
Profit Before Tax (PBT)	(89.58)	(137.03)
Less : Provision for Current Tax /Deferred Tax	(30.86)	(44.89)
Profit After Tax (PAT)	(58.71)	(92.14)

2. DIVIDEND

During the Period Company has incurred a loss of Rs. 58.71 crores, your Directors do not recommend any Dividend for the year under review.

GENERAL RESERVES

There was no transfer to General Reserve during the year 2019-20.

3. BUSINESS AND OPERATIONS REVIEW

The company has an integrated manufacturing facility comprising of melting & casting to rolling to manufacture Copper and Cu alloys like Brass, Phosphor Bronze, Leaded Brass, Cupro Nickel in the form of strips, foils, sheets, ingots, rods, profiles, bus bars and forward integrated products such as terminals, connectors, coin blanks, key blanks etc.

Millions of people everyday use material processed by Arcotech in various forms and by numerous manufacturers of Electronic, Electrical/ Power Transmission, Switchgear, HT Cables, Auto Components, Radiators, Keys & Locks, Zippers, Sanitary fittings, Torches, Coins and many more.

The company had suffered the effects of Inverted Duty Structure which was faced by the Copper and Copper Alloy Industry from the signing of FTA's without adequate consideration to the Industry. The company has therefore implemented its vision to transform from a Semi's company to a Precision Component Company for supplying Value Added Items for the Indian Industry. The company has been continuing on this vision and has continued to focus on development of Parts for the future.

During the year under review, your Company has achieved gross sales of Rs. 75.49 Crores. The Profit after Tax(PAT) of the company has been (58.71 Crores). As the company had faced significant erosion of capital the past year, the company has requested for a restructuring package from its Secured Lenders under the RBI notification dated June 7th 2019. The company is complying with all requirements for a restructuring as required by the said notification and expects the same to be implemented in the FY 21 Q1. Once the restructuring is complete, the company expects that its Product Mix including its Forward Integrated products like Automotive Components and Electrical Parts would contribute to restoring its profitability and margins to existing levels.

With the onset of COVID 19 Pandemic and subsequent closure of the economy, the company's operations had been completely suspended in the first quarter of FY 21 and the company expects minimal operations for this upcoming financial year. The company is attempting to ramp up production at the earliest possible keeping the above factors in mind.

4. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In pursuance with the provisions of Companies Act, 2013, Shri Radha Nath Pattanayak, Executive Director of the Company who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. In terms of Regulation 36 of SEBI (LODR) Regulations, 2015, the details of the Director to be re-appointed are being provided in the notice of the ensuing Annual General Meeting.

The Board of the Company is constituted in accordance with the provisions of Companies Act, 2013 and rules made there under and Regulation 17(1) of SEBI (LODR) Regulations, 2015.

During the year Mr. Suresh Thakur, Non-executive Independent director resigned from 13th June, 2019, Mr. Maninder Kohli, Non-executive non-independent director resigned from 13th August, 2019 and Mrs. Sonia Dube Non-executive independent director resigned from 11th November 2019.

Ms. Megha Bansal has been appointed as Woman Non Executive Independent Director w.e.f. 12th November 2020.

Change in Key Managerial Personnel:

a) During the Year, Mr. Arvind Dadheech has been appointed as the Chief Financial Officer (KMP) w.e.f 1st June 2019.

5. BOARD DIVERSITY AND POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board has adopted a policy on 'Nomination, Remuneration and Board Diversity', which sets out the criteria for determining qualifications, positive attributes and independence of a Director. The detailed policy is available on the Company's website at <http://www.arcotech.in/New14/NOMINATION.pdf> and <http://www.arcotech.in/New14/Policy-on-Board-Diversity.pdf> is also provided in the Corporate Governance Report which forms part of this Report.

Annual Board Evaluation and Familiarisation Programme for Independent Directors

The statement pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) SEBI(LODR) Regulations, 2015 indicating the manner in which formal annual evaluation of the Directors, the Board and the Board level Committees are given in the report on Corporate Governance, which forms part of this Annual Report. A note on the familiarisation programme adopted by the Company is available at Company's website <http://www.arcotech.in/New14/Familiarisation-programmes-for-Independent-Directors.pdf>

Declaration by Independent Directors

The company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that he/ she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Reg.16(1)(b) and Reg. 25 of SEBI (LODR) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

6. AUDITORS AND AUDITORS REPORT

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s. Amit Joshi & Associates (FRN:004898N) have been appointed as Auditors for a term of five years, subject to ratification by the shareholders, from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting.

The Ministry of Corporate Affairs vide Notification dated 7th May 2018 notified several Sections of the Companies (Amendment) Act, 2017. In view of the said notification, the requirement of ratification of appointment of auditors, under Section 139 of the Companies Act, 2013, at each AGM is no longer required. Hence, the resolution to this item is not being included in the Notice to the AGM.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

7. COST AUDITOR

The Board of your Company has appointed M/s S S Chug & Co., Cost Accountants, registration no. 101595 for conducting the audit of cost records of the Company for the financial year 2020-21.

8. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board of your Company has appointed M/s A. Upadhyaya & Associates, Company Secretaries, Certificate of Practice no. 4729 for conducting the secretarial audit of the Company for the financial year 2019-20. The secretarial auditor's report for the financial year 2019-20 is attached and self-explanatory and do not call for any further comments.

9. REPORTING OF FRAUDS BY AUDITORS

During the Year under review, none of the Auditors have reported to the Audit Committee, or to the Board, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or