ARCOTECH LTD.

F-701 A, Lado Sarai, Mehrauli, New Delhi-110030, Tel.: +91-11-29523251, Fax: +91-11-29523020
Email: contact@arcotech.in, Website: www.arcotech.in
CIN : L34300HR1981PLC012151

March 05, 2019

Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 **Fax No.** 022 2272 3121 **Scrip ID: ARCOTECH, Scrip Code: 532914**	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex. Bandra(E), Mumbai-400051 **Fax No.** - 022-26598237/38 **Symbol: ARCOTECH, Series: EQ**

Dear Sir,

Please Find Attached Notice of the Extra-Ordinary General Meeting to be held on Friday, the 29th March, 2019 at 11.00 A.M. at 181, Sector-3, Industrial Growth Centre, Bawal, Dist. Rewari, Haryana-123501.

This is for your Kind information and records.

Thanking You,

Yours truly,

FOR ARCOTECH LIMITED

KRISHAN KUMAR MISHRA
COMPANY SECRETARY & COMPLIANCE OFFICER

ARCOTECH LTD.

F-701 A, Lado Sarai, Mehrauli, New Delhi-110030, Tel.: +91-11-29523251, Fax: +91-11-29523020
Email: contact@arcotech.in, Website: www.arcotech.in
CIN : L34300HR1981PLC012151

NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of the Company will be held on Friday, 29th day of March, 2019at 11.00 A.M. at the registered Office of the company situated at 181, Sector-3, Industrial Growth Centre, Bawal, Dist. Rewari, Haryana-123501to transact the following businesses:

SPECIAL BUSINESSES:

1. Re-classification and consequent Increase in the Authorized Capital :-

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, or any other law for the time being in force read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force) and the applicable clauses of the Memorandum Articles of Association of the Company, and subject to the approval of the Members of the Company, consent of the Board be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each to Rs. 56,00,00,000/-(Rupees Fifty Six Crores) divided into 10,50,00,000 (Ten Crores Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each and 35,00,000 (Thirty Five Lakhs) Non- Convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each by adding 21,00,000(Twenty One Lakhs) Non- Convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/-(Rupees Hundred Only) each, by virtue of reclassification of balance existing equity shares into Non-Convertible, Non-Cumulative Redeemable Preference Shares and creation of further new Non- Convertible, Non-Cumulative Redeemable Preference Shares of Rs.100/- per share as required thereof and as stated above."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors and/or Company Secretary be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to give effect to the aforesaid resolution."

2. Alteration of Capital Clause contained in the Memorandum of Association due to Re-classification and consequent Increase in the Authorized Share Capital :-

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

"**RESOLVED THAT** pursuant to provisions of the Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 the existing clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the new following clause V in its place:

"V. The Authorised Share Capital of the Company is Rs. 56,00,00,000/- (Rupees Fifty Six Crores Only) divided in to 10,50,00,000 (Ten Crores Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each and 35,00,000 (Thirty Five Lakhs) Non- Convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors and/or Company Secretary be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to give effect to the aforesaid resolution."

3. Issue And Allot Preference Shares on Preferential Basis:

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

"**RESOLVED THAT** pursuant to Section 42, 55 and 62 and other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or amendment thereto or re-enactment thereof for the time being in force) and other applicable rules made there under, as amended and enabling provisions in the Memorandum and Articles of Association of the Company and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to create, offer, issue and allot on private placement basis 35,00,000 Non- Convertible, Non-Cumulative Preference Shares and Redeemable within 10 years from the

carry 1% dividend on such shares Preference Shares of face value of Rs. 100/- each in lieu of the conversion of outstanding unsecured loans of M/s. Sidhant Distributors Pvt. Ltd., the Promoter/existing shareholder, with the Company."

"RESOLVED FURTHER THAT the preference shares allotted in terms of this resolution shall rank Non- Convertible, Non-Cumulative and Redeemable within 10 years from the date of allotment thereof and shall carry 1% Dividend on such shares Preference Shares in all respects and not intended for listing at any stock exchange and shall also be non-participating in the surplus funds and surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company ."

"**RESOLVED FURTHER THAT** in accordance with the provisions of section 43 of the Companies Act, 2013, the Preference Shares shall be non-convertible, non- cumulative, redeemable, carrying 1% Dividend on such Preference Shares and a preferential right vis-à-vis Equity Shares of the Company with respect to repayment in case of winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors and/or Company Secretary be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or Executive Director or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

Date: 05.03.2019
Place: Delhi

For and on behalf of the Board
Arcotech Limited

Sd/-
R N Pattanayak
Whole Time Director
Din: 01189370

Registered Office:
181, Sector-3, Industrial Growth Centre
Bawal,District-Rewari,Haryana-123501
Tel:01284-464160/161,Fax:01284-264024
CIN:*L34300HR1981PLC012151*

Corporate Office:
F-701A, Lado Sarai, Mehrauli, NewDelhi-110030
***Tel:** 01129523251,**Fax:**01129523020*
CIN:*L34300HR1981PLC012151*
Email: contact@arcotech.in , investors@arcotech.in
Website: www.arcotech.in

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

For Item Nos. 1 to 2:

The Company is requiring more resources to meet the financial requirements of the Company and enhance its net worth of the Company. To achieve this objective without diluting rights of the existing equity shareholders of the Company, the Board of Directors thought it prudent to reclassify the shares into Equity Shares and Non-convertible, Non-Cumulative Redeemable Preference Shares and consequent increase in the Authorized Share Capital by virtue of reclassification of balance existing equity shares into Non-convertible, Non-Cumulative Redeemable Preference Shares and creation of further new Non-convertible, Non-Cumulative Redeemable Preference Shares of Rs.100/- per share. Thus, to accommodate this issue, it is proposed to increase the Authorized Share Capital of the Company to Rs. 56,00,00,000/- (Rupees Fifty Six Crores Only) divided into 10,50,00,000 (Ten Crores Fifty Lakhs) equity shares of face value of Rs. 2/- (Rupees Two Only) each and 35,00,000 (Thirty Five Lakhs) Non-convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each by adding 21,00,000 (Twenty One Lakhs) Non-convertible, Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred Only) each to its existing share capital. The Authorized Share Capital of the Company cannot be converted and increased without the approval of members in their meeting. So your Directors proposed to convert and increased the present Authorized Share Capital by passing the resolution 1 to 2 stand in the notice.

The Memorandum of Association of the company is open for inspection by the members at the registered office of the Company during the usual business hours of the Company on any working day.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors and Key managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder. Your Directors recommend Special Resolution as set out in the Notice for the item no. 1 to 2 for your approval.

For Item No. : 3

The Company is pursuing several growth opportunities in its existing line of business. Your Company is trying to maximize the shareholders value by accelerating the growth in pace with the opportunities. To augment the long term resources of the Company, enhance the net worth of the Company and in order to meet the growth opportunities, the Board of Directors of the Company on 13.02.2019 has approved the issue of 35,00,000 (Thirty Five Lakhs) 1% Non-convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each by converting outstanding unsecured loan of M/s. Sidhant Distributors Pvt. Ltd., Promoter Group companies on the terms and conditions as stated in the resolution set out in the Notice and Explanatory Statement. Disclosures required to be given in the explanatory statement to the Notice of the General Meeting, in terms of provisions of Rule 9 of Companies (Share Capital and Debentures) Rule, 2014 read with Rule 13 of Companies (Share Capital and Debentures) Rule, 2014as in force on the date of notice, are as under.

The details of the issue and other particulars as required in terms of the rules are given as under:

(i) **The Size of Issue:** 35,00,000 (Thirty Five Lakhs) 1% Non-convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- (Rupees Hundred Only) each aggregating to Rs. 35,00,00,000/-.

(ii) **Nature of such Shares:** Non-convertible, Non-Cumulative Redeemable Preference Shares with 1% Dividend.

(iii) **Object of the Issue:** Object of this issue is to convert outstanding unsecured loan of the Promoter Group Company and to meet long term capital requirements and enhance the net worth of the Company.

(iv) **Manner of the Issue/Securities to be issued:** The resolution set out in the accompanying Notice is an enabling resolution, entitling the Board to issue, offer and allot preference shares on private placement basis entitling to apply for preference shares as may be deemed appropriate in the best interest of the Company in lieu of conversion outstanding unsecured loan.

(v) **Pricing of the Preference Shares:** Each Non-convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs. 100/- each shall be allotted at par.

(vi) **Basis on which the price has been arrived:** Shares are being issued at face value. Shares are being issued out of conversion of unsecured loan, so valuation of consideration is not required.

(vii) **Terms of Issue/redemption:** Preference shares shall be issued out of conversion of outstanding unsecured loan already lying with the Company and will carry 1% dividend and such Preference Shares will be unlisted, Non-convertible, Non-Cumulative and Redeemable.

(viii) **Manner and Mode of Redemption:** within 10 years out of reserve or fresh issue as the case may be in accordance with section 55 of the Companies Act, 2013 and other applicable rules thereto.

(ix) **Relevant Date:** In case of preferential issue of Non-convertible, Non-Cumulative Redeemable Preference Shares relevant date is 05.03.2019.

(x) **The class or classes of persons to whom the allotment is proposed to be made:** Entire Allotment is being made to existing shareholder of the Company belonging to promoter group, i.e., M/s. Sidhant Distributors Pvt. Ltd.

(xi) **The Intention proposal of Promoters/ Directors/ Key Managerial Persons to Subscribe the Offer:** M/s. Sidhant Distributors Pvt. Ltd., forming part of the Promoters Group of the Company, is the only allottee in the captioned Issue.
Except the above, there is no intention of any other Promoters/ directors and Key Management Persons of the Company to subscribe to the captioned Preferential Issue.

(xii) **The proposed time within which the allotment shall be completed:** The allotment of the Non-convertible, Non-Cumulative Redeemable Preference Shares being issued on preferential basis is proposed to be made within 12 months from the passing of

special resolution.

(xiii) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them: As detailed above, M/s. Sidhant Distributors Pvt. Ltd. only will subscribe to the entire 35,00,000 Non-convertible, Non-Cumulative Redeemable Preference Shares and accordingly post-allotment, the entire 100% of the Post Preference Share Capital will be held by them only.

(xiv) Expected Dilution in Equity Share Capital/Change in Control: As preference shares are not convertible in equity shares hence, no change in control/ voting rights in the Company will occur due to this preferential allotment.

(xv) The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price: No allotment has been made during the year.

(xvi) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: The proposed allotment is towards conversion of existing loan of promoter group entitles into Preference Shares of the Company.

(xvii) Shareholding Pattern: The Shareholding pattern giving present position as also considering full allotment of Preference Shares arising out of securities issued as above is given as below: (As on 01.03.2019)

– **The pre and post equity share holding pattern has been detailed below:**

Class of Equity Shareholders	Pre- Preferential Issue		Post- Preferential Issue	
	No. of Shares	% of share capital	No. of Shares	% of share capital
Equity Shares (Face Value Rs. 2/- each)				
A. Promoters/ Promoter Group:				
a. Indian Promoters				
- Individuals	13924545	13.26	13924545	13.26
- Bodies Corporate	54793183	52.18	54793183	52.18
Sub- total	**68717728**	65.45	68717728	65.45
b. Foreign Promoters	-		-	
Total for Promoter Group (A)	**68717728**	65.45	68717728	65.45
B. Public Shareholdings:				
i Institutional	190175	0.18	190175	0.18
ii Non Institutional				
- Private Bodies Corporate	4279770	4.08	4279770	4.08
- Individuals		0.00		0.00
a. Individual shareholders holding nominal share capital up to Rs. 1 Lakh	28872706	27.50	28872706	27.50
b. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1849756	1.76	1849756	1.76
iii Any Other				
- Directors & their Relatives	500	0.00	500	0.00
- NRIs	1081493	1.03	1081493	1.03
- HUFs and Trust	7872	0.01	7872	0.01
Total Public Shareholdings (B)	**36282272**	34.55	36282272	34.55
GRAND TOTAL (A) + (B)	**105000000**	100	105000000	100

– **The pre and post preference share holding pattern has been detailed below:**

Class of Preference Shareholders	Pre- Preferential Issue		Post- Preferential Issue	
	No. of Shares	% of share holding	No. of Shares	% of share holding
Preference Shares (Face Value Rs. 100/- each)				
A. Promoters/ Promoter Group:				
a. Indian Promoters				
- Individuals	Nil	0.00	Nil	0.00
- Bodies Corporate	Nil	0.00	3500000	100.00
Sub- total	**Nil**	**0.00**	**3500000**	**100.00**
b. Foreign Promoters	Nil	0.00	Nil	0.00
Total for Promoter Group (A)	**Nil**	**0.00**	**3500000**	**100.00**
B. Public Shareholdings:				
iv Institutional	Nil	0.00	Nil	0.00
v Non Institutional				
- Private Bodies Corporate				
- Individuals				
c. Individual shareholders holding nominal share capital up to Rs. 1 Lakh	Nil	0.00	Nil	0.00

Class of Preference Shareholders	Pre- Preferential Issue		Post- Preferential Issue	
	No. of Shares	% of share holding	No. of Shares	% of share holding
d. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	0	0.00	0	0.00
vi Any Other				
- Directors & their Relatives	Nil	0.00	Nil	0.00
- NRIs	Nil	0.00	Nil	0.00
- HUFs and Trust	Nil	0.00	Nil	0.00
Total Public Shareholdings (B)	**Nil**	**0.00**	**Nil**	**0.00**
GRAND TOTAL (A) + (B)	**Nil**	**0.00**	**3500000**	**100.00**

(xviii) Lock-in: The preference shares issued under the above Preferential Issue shall not be listed on the stock exchange (s) and do not require lock-in requirement.

As the securities proposed to be issued by this resolution are "Non Convertible, Non-Cumulative Redeemable Preference Shares", the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

None of the Directors and /or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution, save and except to the extent of their directorship / shareholding, if any, in any of the entities mentioned in the said resolution.

Your Directors recommend Special Resolution as set out in the Notice for the item no. 3 for your approval.

Date: 05.03.2019
Place: Delhi

For and on behalf of the Board
Arcotech Limited
Sd/-
R N Pattanayak
Whole Time Director
Din: 01189370

Registered Office:
181, Sector-3, Industrial Growth Centre
Bawal,District-Rewari,Haryana-123501
Tel:01284-464160/161,Fax:01284-264024
CIN:*L34300HR1981PLC012151*

Corporate Office:
F-701A, Lado Sarai, Mehrauli, NewDelhi-110030
***Tel:** 01129523251,**Fax:**01129523020*
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 EGM 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) 1 to 5 above is annexed hereto and forms part of notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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. VOTING THROUGH ELECTRONIC MEANS :

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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use 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
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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the

(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 thisNotice.

(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.

In case of members receiving the physical copy:

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

(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 26rd March, 2019 (9.00am) and ends on 28th March, 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 of 22nd March, 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.

(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 of 22nd March, 2019.

(D) 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.

(E) 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.

(F) The Results shall be declared on or after EGM of the Company. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.arcotech.in and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the StockExchanges.

7. 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 Mukherjee 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.

8. 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 Mukherjee 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)

9. At the Venue of EGM, voting shall be done through ballot papers and the members attending EGM who have not casted their vote by e- voting shall be entitled to cast their vote through Ballot papers.

10. 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.

11. Persons who have acquired shares and become members of the Company after dispatch of Notice of EGM but before cut-off date of 22nd March,2019, may obtain their USER ID and password for e-voting from M/s Maheshwari Datamatics Pvt Ltd 23, R N Mukherjee Road,5th Floor, Kolkata -700001.

12. 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 Mukherjee Road, 5th Floor, Kolkata -700001

13. 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 10.00A.M. And 6.00 P.M. on all working day's upto and including the date of Extraordinary General Meeting of the Company.

14. 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.

15. Members may also note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website www.arcotech.in for their download. Map of the Vanue of EGM is hereby anclosed.

16. 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.

17. 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.

18. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.

19. Members are already aware that the Company had appointed M/s. Maheshwari Datamatics Pvt Ltd, 23, R N Mukherjee 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.

20. 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.

21. 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.

22. The Company is registered with the following depositaries for dematerialization of its Equity Shares:-

i) National Securities Depositories Ltd. (NSDL) at Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013

ii) Central Depository Services (India) Ltd. (CDSL), at Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai-400001

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 Extra Ordinary general meeting of the company, to be held on Friday, the 29th March, 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 (Ordinary/ Special)	Optional*	
			For	Against
SPECIAL BUSINESS				
1	Re-classification and consequent Increase in the Authorized Capital	**Special**		
2	Alteration of Capital Clause contained in the Memorandum of Association due to Re-classification and consequent Increase in the Authorized Share Capital	**Special**		
3	Issue And Allot Preference Shares on Preferential Basis	**Special**		

Signed this ……..day of ……2019

Affix Rupee 1 Revenue Stamp

_____ Signature of the Member

_____ Signature of proxy holder(s)

Notes:

1. **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.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General meeting.
3. * 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 EXTRA ORDINARY GENERAL MEETING of the Company held on Friday, the 29th day of March, 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

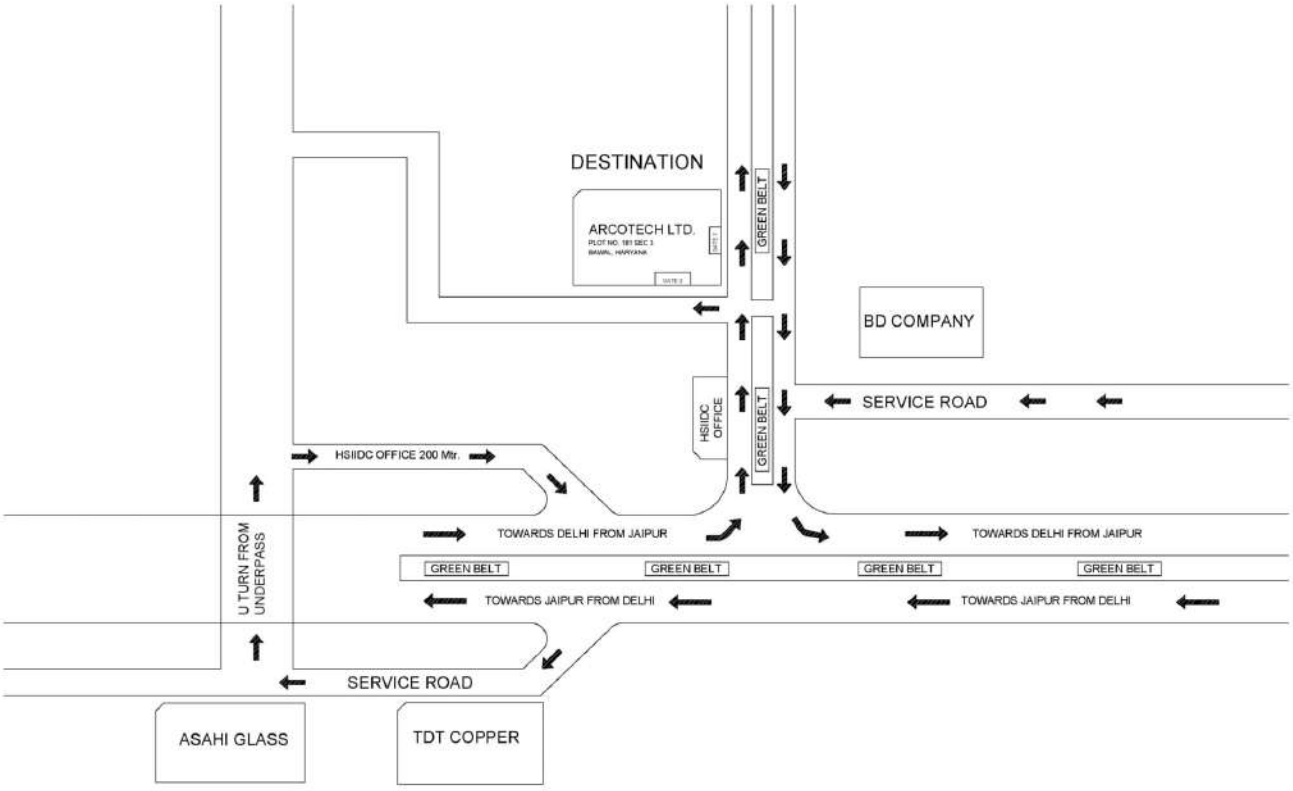
Notes:

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



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*

Registered Folio No. DP ID No./Client ID No.: Sr. No.

No. of share(s) held:

Dear Member

SUBJECT: VOTING THROUGH ELECTRONICS MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-Voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extraordinary General Meeting of the Company to be held on Friday, 29th March, 2019 at 11:00 a.m. The Company has availed the services of Central Depository Services Limited (CDSL) to provide the e-Voting facility.

The e-Voting facility is available at the link http://www.evotingindia.co.in

The e-Voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	Password/ PIN

The e-Voting facility will be available during the following voting period:

Commencement of e-Voting	March 26th, 2019 at 09:00 a.m
End of e-Voting	March 28th, 2019 at 05:00 p.m.

Please read carefully the instructions mentioned in Point 6 of Notes of Notice of EGM.

These details and instructions form integral part of the Notice of the Extraordinary General Meeting to be held on 29th March 2019. The cut-off date, for the purpose of e-Voting is 22nd March, 2019.

By Order of the Board of Directors
For **ARCOTECH LIMITED**

(R N Pattanayak)
Whole Time Director
Din No. 01189370