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

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Company will be held on Monday, the 28th day of September, 2015 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, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To declare dividend of Re. 1/- per share on equity shares at the face value of Rs. 10/- each for the financial year ended 31st March, 2015
3. To appoint a Director in place of Shri R N Pattanayak, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditor and fix their remuneration and in this regard 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 Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Shwetank Joshi & Co., (Registration No:- 52238)Chartered Accountant, 66, Ezra Street Kolkata-700001, the retiring Auditors who have offered their services and who are not disqualified to act as auditors of the company under Section 141 of the Companies Act, 2013 be and hereby re-appointed as Statutory Auditors of the Company, to hold office for the period from the conclusion of the ensuing AnnualGeneral Meeting till the conclusion of the next Annual General Meeting (AGM) of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

ITEM NO. 5

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri SL Mohan (DIN: 00028126), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with deposit of one lakh rupees under Section 160 of the Companies Act, 2013 from the member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 consecutive years for a term up to the conclusion of 39th Annual General Meeting of the Company in the calendar year 2020."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or 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, Shri. Rishabh Saraf (DIN: 02103953), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with deposit of one lakh rupees under Section 160 of the Companies Act, 2013 from the member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive, Non Independent Director of the Company in accordance with of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and who shall be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

ITEM NO. 7

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013, Shri Radha Nath Pattanayak, Director of the Company be and is hereby re-appointed as a Whole Time Director liable to retire by rotation for a period of three years w.e.f. 1st October, 2015 on the monthly remuneration as set out in the explanatory statement to this resolution.

"RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year, during the currency of the tenure of Shri R N Pattanayak, Whole Time Director, the Company has no profits or its profits are inadequate, the Company may pay him remuneration by way of salary, perquisites and allowance not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 as modified from time to time."

ITEM NO. 8

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, 2016, be paid the remuneration of Rs. 35000 plus service tax 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

Place : New Delhi
Date : 8th August, 2015

(R N Pattanayak)
Whole Time Director
DIN No. : 01189370

Registered Ofiice:
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*
CIN: *L34300HR1981PLC012151*
Email: contact@arcotech.in , investors@arcotech.in
Website: www.arcotech.in

NOTES :

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) 5 to 8 above, is 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 21th September, 2015 to 28th September, 2015 (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, 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 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(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.

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 25th September, 2015 (9.00am) and ends on 27th September, 2015 (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 21st September, 2015, 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 21st September, 2015

(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 AGM 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 AGM of the Company and communicated to the Stock Exchanges.

7. The Board of Directors of the Company at their Meeting held on 29th May 2015 have recommended a dividend of Re. 1.00 per share on equity share of Rs.10/- each for the financial year 2014-15. Dividend, if declared, at the Annual General Meeting, will be paid on or after 3rd October, 2015 but before 28th October, 2015.

8. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form are hereby informed to update their Bank attested signature, register their bank details with the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, 2nd Floor, Kolkata-700001 for the payment of dividend in their bank account.

9. 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, 6, Mangoe Lane, 2nd 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.

10. Members holding shares in physical form are requested to write the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, 2nd 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)

11. 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, 6, Mangoe Lane, 2nd Floor, Kolkata-700001

12. 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 up to and including the date of Annual General Meeting of the Company.

13. 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.

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 Annual Report for FY 2014-15 will also be available on the Company's website www.arcotech.in for their download.

16. The Register of Directors and Key Managerial personnel and their shareholding, maintained u/s 170 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 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 Meeting so that the same may be attended to, well in advance.
20. Members are already aware that the Company had appointed M/s. Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, 2nd 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.
21. 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 into one account.
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
23. The relevant information of Directors, by way of brief resume, seeking reappointment under item no.3 and appointment under Item No. 5, 6 & 7 as required under Clause - 49 of the Listing Agreement entered with the Stock Exchanges are given herein below:

Name of the Director	***Shri Radha Nath Pattanayak***	***Shri Rishabh Saraf***	***Shri S. L. Mohan***
DIN No.	01189370	02103953	0028126
Date of Birth	22.05.1960	23.02.1990	10.02.1945
First date of Appointment	18.12.2006	08.08.2015	20.09.2014
Expertise in Specific Functional Areas	Marketing of Non- Ferrous products	Overall Management/Strategic Planning	Insurance
Qualification/s/	B.Com, MBA	B.Sc, MBA	B.Sc Engineering (Mech.), AIII
Directorship in other Companies	• Arcotech Biochem Ltd • Arcotech Info Ltd • Arcofemi Healthcare Ltd • Arcotech Avanced Metaliks Ltd • RP Solders Private Ltd • Omtara Studio Pvt Ltd	• Arcotech Uniexpat Ltd • Arcotech Info Ltd • Arcofemi Healthcare Ltd • Arco Infoways Pvt Ltd • Arcotech Avanced Metaliks Ltd • Arco IT Solutions Pvt Ltd • Arcotech International Ltd • Siddhivinayak Stockist & Traders Pvt Ltd • Sarathi Infrastructure Pvt Ltd. • Vasudha Commercial Pvt Ltd. • Jeevan Vihar Properties Pvt Ltd • Sidhant Distributors Pvt Ltd • Spice Vintrade Pvt Ltd • Hiland Enclave Pvt Ltd • Lifestyle Vincom Pvt Ltd	• Religare Health Insurance Company Limited • Jaiprakash Power Ventures Limited • Health Insurance TPA of India Limited • Jaypee Healthcare Limited • Jaypee Fertilizers & Industries Limited • Himalyan Expressway Limited
Chairmanship/ Membership of Committees (across all public Cos.)	***Member in following committees of Arcotech Limited*** • Audit Committee • Share Transfer Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee • Strategic Business and Administrative Committee	***Member in following committees of Arcotech Limited*** • Share Transfer Committee • Nomination & Remuneration Committee • Strategic Business and Administrative Committee	***Member in following committees of Arcotech Limited*** • Nomination & Remuneration committee • Risk Management Committee
Shareholding in the Company	100 Nos.	772485 Nos	Nil
Inter-se Relationship between Directors	NIL	Son of Shri A K Saraf, Chairman of the Company	Independent Capacity

ANNEXURE TO NOTICE

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

ITEM NO.5

Shri. S. L. Mohan, was appointed as an Additional Director of the Company in independent capacity with effect from September 20, 2014 under Section 161 of the Companies Act, 2013. His term of office shall expire at the ensuing Annual General meeting. The company has received a notice in writing from a member along with a deposit of Rs. 1,00,000/-, pursuant to Section-160 of the Companies Act, 2013 signifying his intention to propose Shri. S. L. Mohan, as a candidate for the office of the Director.

Shri S.L. Mohan aged 65 years, who was CMD at Oriental Insurance Co. Ltd possess vast experience in Insurance Sector.

Shri S. L. Mohan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri S. L. Mohan that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. 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.

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 Ordinary resolution set out at Item No. 5 for approval.

ITEM NO.6

Shri. Rishabh Saraf, was appointed as an Additional Director of the Company with effect from August 8, 2015 under Section 161 of the Companies Act, 2013. His term of office shall expire at the next Annual General meeting. The company has received a notice in writing from a member along with a deposit of Rs. 1,00,000/-, pursuant to Section-160 of the Companies Act, 2013 signifying his intention to propose Shri. Rishabh Saraf, as a candidate for the office of the Director

Shri Rishab Saraf did his MBA from USA. He had worked as Vice President of the Company from 2011 to 2014. Shri Rishabh Saraf is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Except Shri Rishabh Saraf and Shri Arvind K Saraf, 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.

The above particulars are also in compliance with the requirements of Clause 49 of the Listing Agreement in this behalf

ITEM NO. 7

The Board of Directors of the Company at its Board Meeting held on 8th August, 2015 have re-appointed Shri Radha Nath Pattanayak who is liable to retire by rotation,subject to the approval of the shareholders at the ensuing Annual General Meeting as 'Whole Time director' of the Company within the meaning of the Companies Act, 2013, for a period of three years whose term shall expire w.e.f 16th December,2015. The renewed term is proposed to be effective from 01.10.2015. on the terms and conditions mentioned herein below:

Shri R N Pattanayak is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director he shall be liable to retire by rotation.

A) Remuneration : Salary Rs.2,50,000/- Per month.

B) Perquisites and Allowances :

i) In addition to salary payable, Shri R N Pattanayak, Whole Time Director shall also be entitled to perquisites and allowances like house rent allowance with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other allowances, medical expenses reimbursement, attire allowance, car running expenses, driver salary, business promotion expenses etc and such other perquisites & allowances in accordance with the rules of the Company.However, such perquisites and allowances shall be subject to a maximum of Rs 1,00,000per month.

ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

iii) Leave as per the rules of the Company.

Additional information as required under Schedule V of the Companies Act, 2013 is as under :

I. General Information:

1. Nature of Industry :The Company is engaged in the business of manufacturing of Non ferrous alloys semis and engineering products.

2. Date or expected date of commencement of commercial production : The company has commenced its commercial operations at the current location since September, 2006

3. Financial Performance based on given indicators: ***(Rs in Crs)***

Particulars	***2012-13***	***2013-14***	***2014-15***
Gross Sales	412.36	702.45	736.45
Net Sales	369.07	624.95	655.80
PBDIT	48.90	86.17	86.90
PAT	24.57	33.09	33.75
Equity & Reserves	104.91	135.55	166.79
Loan Funds	16.32	18.15	7.72
Net Block	69.19	87.47	92.62
CA	259.13	372.01	414.43
CL	207.48	297.44	335.22
EPS	11.45	15.76	16.07
Debt Equity	0.16	0.13	0.05

4. Foreign Investments and Collaborations, if any : Nil

II. Information about Shri R N Pattanayak:

1. Background Details / Recognition or awards / job profile and suitability : Refer Point 23 at page 4 of notes mentioned above in this notice.

2. Past remuneration: Gross remuneration (including salary, commission and contribution to provident and pension funds) for last three financial years is as under :

Financial Year	***Salary (Rs in Lacs)***	***Perquisites (Rs in Lacs)***
2012-13	18.06	11.94
2013-14	18.06	11.94
2014-15	18.06	11.94

3. Remuneration proposed: Gross remuneration (excluding exempt perquisites) proposed to be paid to Rs30.00 lacs p.a.

4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities shouldered by Shri R N Pattanayak, the above proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in the industry.

5. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel: Shri R N Pattanayak, except receiving remuneration as Whole Time Director, does not have any other pecuniary relationship with the company.

III. Other Information:-N.A.

Except R N Pattanayak, 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. 7 of the Notice.

Yours Directors recommend Ordinary resolution set out at Item No. 7 for approval.

ITEM NO. 8

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, 2016 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	35000 plus service tax and out of pocket expenses

In accordance with the provisions of Section 148 of the Com panies 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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. 8 of the Notice.

Yours Directors recommend Ordinary resolution set out at Item No. 8 for approval.

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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:…………..…….......………..............

Affix
Rupee 1
Revenue
Stamp

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*

ATTENDANCE SLIP

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 34th ANNUAL GENERAL MEETING of the Company held on Monday, the 28th day of September, 2015 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.***

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual general meeting of the company, to be held on Monday the 28th September, 2015 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***
ORDINARY BUSINESS				
1	Adoption of Accounts.	Ordinary		
2	Declaration of dividend on Equity shares	Ordinary		
3	Re-appointment of Shri R. N. Pattanayak, who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary		
4	Appointment of Statutory Auditors	Ordinary		
SPECIAL BUSINESS				
5	Appointment of Shri S. L. Mohan as Independent Director	Ordinary		
6	Appointment of Shri Rishabh Saraf as Director	Ordinary		
7	Re- appointment of Shri Radha Nath Pattanayak as Whole Time Director	Special		
8	Ratification of Remuneration of Cost Auditor	Ordinary		

Signed this ……..day of ……2015

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 34th Annual 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.