NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Company will be held on Saturday, the 20th day of September, 2014 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, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors 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, 2014
3. To appoint a Director in place of Shri Rameshwar Dayal Tayal, who retires by rotation as per the provisions of Companies Act, 1956 and being eligible, offers himself for re-appointment as Director not liable to retire by rotation 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 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 Rameshwar Dayal Tayal (DIN: 00021148) be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for 5 (five) consecutive years for a term up to the conclusion of 38th Annual General Meeting of the Company in the calendar year 2019."

   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."
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 Annual General 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, Shri Maninder Kohli (DIN: 01173387), 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. 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 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 Suresh Thakur (DIN: 00702975), 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 (five) consecutive years for a term up to the conclusion of 38th Annual General Meeting of the Company in the calendar year 2019."

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 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, Ms. Sonia Dube (DIN: 01994475), 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 (five) consecutive years for a term up to the conclusion of 38th Annual General Meeting of the Company in the calendar year 2019."

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. 8

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

"RESOLVED THAT in suppression to resolution passed in Item No. 2 of Ordinary Business of the 30th Annual General Meeting held on 29th day of September, 2011 and in accordance with the provisions of Sections 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), consent of the member is hereby accorded to make Shri Arvind Kumar Saraf (DIN: 00057323) Non Executive Non Independent Chairman of the Company not 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. 9

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, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting."

RESOLVED FURTHER THAT the Board of Directors of the Company 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. 10

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

"RESOLVED THAT in continuation to resolution passed in Item No. 4 of the Special Business of the 31st Annual General Meeting held on 29th day of September, 2012 and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the member is hereby accorded to vary the terms and conditions of appointment of Shri Radha Nath Pattanayak (DIN: 01189370) appointed as a Whole-time Director of the Company to the extent that he 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. 11

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

"RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to approvals, permissions and sanctions from the appropriate authorities, if any, consent of the members be and is hereby accorded to alter the Object clause enumerated as Clause III of the Memorandum of Association of the company by deleting all the Other Objects under Clause III(C) of the Memorandum of Association of the Company. The amendments are as follows:-

Clause III (C) OTHER OBJECTS:-
Sub Clause 1 to 19 deleted.

RESOLVED FURTHER THAT the Board of Directors of the Company 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. 12

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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to approvals, permissions and sanctions from the appropriate authorities, if any, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company 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.

By Order of the Board

Place : New Delhi
Date : 12th August, 2014

(Amit Sharma)
General Manager (Finance)
Cum Company Secretary
Membership No.:- A16480

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 12 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 13th September, 2014 to 20th September, 2014 (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

(ii) Click on "Shareholders" tab.

(iii) Now, select ARCOTECH LIMITED from the drop down menu and click on "SUBMIT"

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) 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 format.
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.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the ARCOTECH LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.co.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. (xvii)** 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 **14th September, 2014 (9.00am) and ends on 16th September, 2014 (6.00 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 **8th August, 2014,** 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 **8th August, 2014.**

(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 07th May 2014 have recommended a dividend of Re. 1.00 per share on equity share of Rs. 10/- each for the financial year 2013-14. Dividend, if declared, at the Annual General Meeting, will be paid on or after **25th September, 2014 but before 19th October, 2014.**

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 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 2013-14 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, 17th 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 Rameshwar Dayal Tayal**	**Shri. Maninder Kohli**	**Shri. Suresh Thakur**	**Ms. Sonia Dube**
DIN No.	00021148	01173387	00702975	01994475
Date of Birth	November 30, 1953	December 04, 1964	May 24, 1959	May 06. 1974
First date of Appointment	November 12, 2005	November 22, 2013	May 07, 2014	August 12, 2014
Expertise in Specific Functional Areas	Finance	Finance	Technical	Legal
Qualification	Graduate	B.E	Mechanical Engineering	LLB
Directorship in other Companies	• Amber Leasing Private Limited • Arcotech Biochem Limited	• Arcotech Uniexpat Limited • Juniper Outdoor Pursuits Centre Private Limited • The Legend Private Limited	• Himalayan Pure Waterhouse Limited • Aapka Faisla Prakashan Private Limited • Gurcharan Forex Private Limited • Vandc Vaults and Finance Limited • Punjab & Sindh Bank, New Delhi	• Her Clothing Private Limited
Chairmanship/ Membership of Committees (across all public Cos.)	Chairman in following committees of Arcotech Limited • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee	Member in following Committees of Arcotech Limited • Risk Management Committee • Nomination and Remuneration Committee	Member in following committees of Punjab & Sindh Bank, New Delhi • Management Committee • Customer Service Committee Member in following committees of Arcotech Limited • Audit Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee	Member in following committees of Arcotech Limited • Stakeholders Relationship Committee
Shareholding in the Company	Nil	Nil	Nil	Nil
Inter-se Relationship between Directors	No	No	No	No

ANNEXURE TO NOTICE

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

ITEM NO.5

Shri. Maninder Kohli was appointed as an Additional Director of the Company with effect from November 22, 2013 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. Maninder Kohli, as a candidate for the office of the Director.

Shri Maninder Kohli, aged 49 years, is B.E from Delhi University and Master in International Management from U.S.A and is having an experience of 20 years with Citibank Consumer Bank as Senior Vice President. Shri. Maninder Kolhi possesses fine exposure in finance and business development.

Shri Maninder Kohli 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 Maninder Kohli, 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.

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

ITEM NO. 6

Shri. Suresh Thakur was appointed as an Additional Director of the Company in Independent Capacity with effect from May 07, 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. Suresh Thakur, as a candidate for the office of the Director.

Shri Suresh Thakur, aged 55 years, did Mechanical Engineering from Govt. Polytechnic College, Hamirpur Himachal Pradesh in 1979 and presently he is a Director of Punjab & Sind Bank, New Delhi.

Shri Suresh Thakur 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.

Section 149 of the Act and Clause 49 of the Listing Agreement 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 Shri Suresh Thakur 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.

Except Shri Suresh Thakur, 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

Ms. Sonia Dube was appointed as an Additional Director of the Company in Independent Capacity with effect from August 12, 2014 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 along with a deposit of Rs. 1,00,000/-, pursuant to Section-160 of the Companies Act, 2013 signifying his intention to propose Ms. Sonia Dube as a candidate for the office of the Director.

Ms. Sonia Dube, aged 40 years did L.L.B and possesses appropriate skills, experience and knowledge, inter alia, in the field of legal matters. Presently she is associated with one of the leading law firm named as Legal Options, situated at New Delhi.

Ms. Sonia Dube 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 Clause 49 of the Listing Agreement 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. Sonia Dube, that she 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.

Except Ms. Sonia Dube, 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.

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

ITEM NO. 8

Shri Arvind Kumar Saraf is the Chairman and Promoter of the Company and appointed as Non Executive Non Independent Chairman of the Company. He was appointed as director liable to retire by rotation but now the company wishes to make him non rotational director who shall not be liable to retire by rotation.

Except Shri. Arvind Kumar Saraf and Shri Rishabh 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. 8 of the Notice.

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

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

ITEM NO. 9

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, 2015 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	25000 plus service tax and out of pocket expenses

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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. 9 of the Notice.

Yours Directors recommend Ordinary resolution set out at Item No. 9 for approval.

ITEM NO. 10

In pursuance of the Section-152 of the Companies Act, 2013, the 2/3rd of the Directors of the Company shall be liable to retire by the rotation. The Company has total 6 directors out of whom there are 3 independent directors, who shall not be included in the total number of directors for retirement by rotation pursuant to Explanation to Section-152(6) of the Companies Act, 2013. Hence to comply with the provisions of Companies Act, 2013 and to constitute the 2/3rd of remaining 3 directors, it is expedient to vary the terms and conditions of appointment of Shri. Radha Nath Pattanayak, Whole Time Director to the extent that he shall be liable to retire by rotation.

Except Shri. Radha Nath 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. 10 of the Notice.

Yours Directors recommend Special resolution set out at Item No. 10 for approval.

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

ITEM NO. 11

As per the Section-4(1) of the Companies Act, 2013, the Company cannot have Other Objects Clause in its Memorandum of Association. Hence, in compliance with the provisions of the Companies Act, 2013, there is requirement to delete the Other Objects Clause-III(C) from the memorandum of association of the company.

Accordingly, the objects clause enumerated as clause III of the Memorandum of Association of the company is required to be altered by deleting all the Other Objects under Clause III(C) of the Memorandum of Association of the Company and the same requires your approval vide special resolution. The amendment shall be effective upon the registration of the Resolution with the Registrar of Companies, NCT of Delhi & Haryana.

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. 11 of the Notice.

Yours Directors recommend Special Resolution set out at Item No. 11 for approval.

ITEM NO. 12

The existing Articles of Association (AOA) of the company are based on Companies Act, 1956, and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956. With the coming into force of the Companies Act, 2013, some regulations in the existing AOA are no longer in conformity with the new Act and several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA of the company by a new set of Articles that are based on Table 'F' of Schedule 'I' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

Pursuant to the provisions of Section-14 of the Companies Act, 2013, amendment of Articles of Association would require approval of shareholders by way of Special Resolution. Accordingly, this matter has been placed before the shareholders for approval.

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. 12 of the Notice. The amendment shall be effective upon the registration of the Resolution with the Registrar of Companies, NCT of Delhi & Haryana.

Yours Directors recommend special resolution set out at Item No. 12 for approval.

ARCOTECH LIMITED

CIN: L34300HR1981PLC012151
Registered Office: *181, Sector-3, Industrial Growth Centre, Bawal, District-Rewari, Haryana-123501*
Tel: *01284-464160/161,* ***Fax:*** *01284-264024*
Corporate Office: *F-701A, Lado Sarai, Mehrauli,New Delhi-110030*
Tel: *01129523251,* ***Fax:*** *01129523020*
Email: *contact@arcotech.in , investors@arcotech.in* ***Website:*** *www.arcotech.in*

FORM NO. MGT-11
PROXY FORM

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s):

Registered Address:

Email Id:

Folio No/ Client ID:

DP ID-

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting of the company, to be held on Saturday the 20th September, 2014 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	Optional* Against
ORDINARY BUSINESS				
1	Adoption of Accounts.	Ordinary		
2	Declaration of dividend on Equity shares	Ordinary		
3	Re-appointment of Shri Rameshwar Dayal Tayal, 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 Maninder Kohli as Director	Ordinary		
6	Appointment of Shri Suresh Thakur as Director	Ordinary		
7	Appointment of Ms. Sonia Dube as Director	Ordinary		
8	To vary terms of appointment of Shri Arvind Kumar Saraf, Chairman	Ordinary		
9	Ratification of Remuneration of Cost Auditor	Ordinary		
10	To vary terms of appointment of Shri Radha Nath Pattanayak, Whole Time Director	Special		
11	Alteration in Object Clause of Memorandum of Association of the Company	Special		
12	Alteration in Articles of Association of the Company	Special		

Signed this ……..day of ……2014

Signature of the Member Signature of proxy holder(s)

Affix Rupee 1 Revenue Stamp

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 33rd 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.

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.

NAME AND ADDRESS OF THE SHAREHOLDER

……

……

……

No. of Shares held:

I/We hereby record my/our presence at the 33rd ANNUAL GENERAL MEETING of the Company held on Saturday, the 20th day of September, 2014 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
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Registered Office: *181, Sector-3, Industrial Growth Centre, Bawal, District-Rewari, Haryana-123501*
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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 33rd Annual General Meeting of the Company to be held on Saturday, 20th September, 2014 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	September 14, 2014 at 09:00 a.m.
End of e-Voting	September 16, 2014 at 06:00 p.m.

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

These details and instructions form integral part of the Notice of the 33rd Annual General Meeting to be held on 20th September, 2014. The cut-off date, (i.e. the record date) for the purpose of e-Voting is 8th August, 2014.

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

(Amit Sharma)
General Manager (Finance)
Cum Company Secretary
Membership No.:- A16480