

Date: 28-10-2020

AOL/49/2020-2021

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

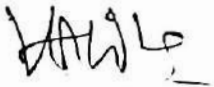
SUB: SUBMISSION OF MINUTES OF THE 27TH ANNUAL GENERAL MEETING.
REF: SECURITY ID: ARCHITORG; ISIN: INE078I01011

With reference to above, please find enclosed herewith the minutes of the 27th Annual General Meeting of the Company.

We request you to take the above on your records.

Thanking you,

Yours faithfully,
For Archit Organosys Limited



Kandarp Amin
Chairman & Whole-Time Director



Minutes of the 27th Annual General Meeting of the members of Archit Organosys Limited held at 11.00 a.m. on Tuesday, the 29th day of September, 2020 through Video conferencing (VC) Facility / Other Audio Visual Means (OAVM).

Directors who joined the meeting through VC facility:

Sr. No.	Name of the Director	Designation	Place form where attended the meeting
1.	Shri Kandarp Amin	Chairman and Whole Time Director	Ahmedabad
2.	Smt. Archana Amin	Whole Time Director	Ahmedabad
3.	Shri Archit Amin	Whole Time Director	Ahmedabad
4.	Shri Bhupendra Mehta	Independent Director - Chairman of the Audit Committee ,Stakeholders Relationship Committee & Nomination and Remuneration Committee	Ahmedabad
5.	Shri Shreeraj Desai	Independent Director	Ahmedabad
6.	Shri Rajendraprasad Shah	Independent Director	Ahmedabad

Other panellists who joined the meeting through VC facility:

Sr. No.	Name	Designation	Place form where the meeting attended
1.	Shri Gajendra singh Rajput	Chief Financial Officer	Ahmedabad
2.	Shri Chirag Shah	Statutory Auditors Proprietor of Chirag R Shah and Associates	Ahmedabad
3.	Mr Darshan Kinkhabwala	Secretarial Auditors Proprietor of Kinkhabwala & Associates, Company Secretaries.	Ahmedabad
4.	Shri Umesh Parikh	Scrutinizer Partner of Parikh Dave & Associates, Company Secretaries.	Ahmedabad

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5.	Shri Surendra Shah	Internal Auditors Proprietor of S N Shah & Associates, Chartered Accountants	Ahmedabad
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As Company Secretary was not present, the acting company secretary conducted the meeting.

CHAIRMAN:

Shri Kandarp Amin, Chairman of the Board of Directors Chaired the meeting.

QUORUM:

The Acting Company Secretary confirmed that requisite number of members of the Company joined the live stream facility available on National Securities Depository Limited (NSDL) platform and as necessary quorum, as required in the provisions of Companies Act, 2013 being present, she announced the meeting to be in order.

30 Members joined the meeting through Video Conference / Other Audio Visual Means including authorised representatives.

Since the meeting was convened through VC / OAVM the facility of appointing proxy was not provided in accordance with the various circulars issued by MCA and SEBI.

INTRODUCTION:

The Acting Company Secretary announced that in compliance of various circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the 27th Annual General meeting of the Company was held through Video Conferencing ('VC') / Other Audio Visual Means (OAVM) to seek the approval of members of the Company on resolutions set out in the Notice convening the Annual General Meeting and she further announced that Chairman and Whole Time Director, other Whole Time Directors, Independent Directors, Chief Financial Officer, Statutory Auditors, Secretarial auditors, Scrutinizers and other panellists of the Company had joined the meeting through video conferencing.

CHAIRMAN TO THE MEMBERS:

The Chairman greeted the shareholders and gave brief introduction about the



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Company's Performance, gave brief highlights about the new products development, Marketing Initiatives, Technological advancements, operational and financial performance of the Company.

INSPECTION OF STATUTORY REGISTERS:

It was announced that Register of Members, Register of Directors and KMPs and their Shareholdings, Minutes of the General Meetings, Register of Charges, Register of Contracts and Arrangements and other Statutory Registers were available online for inspection for the members throughout the meeting.

NOTICE OF THE MEETING:

With the consent of the Members present, the notice dated 01.09.2020 convening the 27nd Annual General Meeting as circulated to the members was taken as read.

AUDITORS' REPORT:

Acting Company Secretary stated that there were qualifications, observations or adverse remarks in the Independent Auditors' Reports for the year ended 31.03.2020. The same was read out.

Acting Company Secretary further stated there were no qualifications, observations or adverse remarks in the Secretarial Audit Report for the year ended 31.03.2020 and the same was taken as read.

QUESTION / QUERIES FROM SHAREHOLDERS AND REPLY TO THE SAME:

The Acting Company Secretary informed that three Shareholders had registered themselves as Speakers for expressing views, questions and queries.

That shareholders asked questions about market capital and profitability nexus, proposed capex, expected sales and margin of the company at the full capacity of both the plants, costing and availability of chlorine, any pending statutory approval and status of legal issues with GPCB during AGM were replied satisfactorily by Shri Kandarp Amin, Chairman and Whole Time Director.

REMOTE E-VOTING AND E-VOTING DURING THE AGM:

Thereafter Acting Company Secretary informed that 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 had provided remote e-Voting facility to the members of the Company in respect of ordinary and special businesses to be transacted at the Annual General Meeting. The e-Voting commenced on Saturday, 26th September, 2020 (10:00 a.m.) and ended on Monday, 28th September, 2020 (5:00 p.m.)

It was also announced that the members who were present in the AGM through Video Conference and had not cast their votes on the resolutions through remote e-voting were eligible to vote through e-voting facility available during the AGM. Company had made arrangement on NSDL portal to provide facility of e-voting during the Annual General Meeting to those members who could not cast their vote by remote e-Voting.

SCRUTINIZER REPORT AND RESULT OF E-VOTING:

The Acting Company Secretary also informed that Parikh Dave & Associates, Company Secretaries were appointed as Scrutinizer to supervise the process of remote e-voting and e-voting during AGM in fair and transparent manner.

It was further informed that after receipt of Scrutinizer's Report the result of voting would be declared within 48 hours of the conclusion of this meeting and the same will be available on the website of the Company and will also be intimated to the BSE Limited and NSDL along with Report of the Scrutinizer, as per the relevant provisions of the Companies Act, 2013 and the listing regulations.

Since no other matter was left to transact, the Acting Company Secretary conveyed sincere thanks to the Directors and Members of the Company for sparing their valuable time for attending 27th AGM of Company.

Then, the Annual General Meeting was concluded with a vote of thanks to the Chairman at 11.26 A.M.

Result of the remote e-Voting and e-voting during the AGM on the Ordinary and Special Business at the 27th Annual General Meeting of the Company held at 11.00 a.m. on Tuesday, the 29th day of September, 2020 through Video conferencing /other Audio Visual Means Facility:



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ended on 28.09.2020 (5.00 p.m.) and e-voting during the Annual General Meeting held on 29.09.2020, the results of the voting on all the resolutions for Ordinary and Special Business as set out at item No. 1 to 7 in the Notice of the 27th Annual General Meeting of the Company have been duly passed by the requisite majority.

The details of the same are as under:

Resolution Nos.		Assent	%	Dissent	%	Invalid	Status
Ordinary Resolution No. 1	Total No. of Votes	95,91,095	99.95	5112	0.05	0.00	Ordinary Resolution Passed with requisite majority
Ordinary Resolution No. 2	Total No. of Votes	95,90,515	99.94	5692	0.06	0.00	Ordinary Resolution Passed with requisite majority
Special Resolution No. 3	Total No. of Votes	95,90,515	99.95	5112	0.05	0.00	Special Resolution Passed with requisite majority
Ordinary Resolution No. 4	Total No. of Votes	95,91,095	99.95	5112	0.05	0.00	Ordinary Resolution Passed with requisite majority
Special Resolution No. 5	Total No. of Votes	95,91,095	99.95	5112	0.05	0.00	Special Resolution Passed with requisite majority

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Special Resolution No. 6	Total No. of Votes	95,91,095	99.95	5112	0.05	0.00	Special Resolution Passed with requisite majority
Special Resolution No. 7	Total No. of Votes	95,91,095	99.95	5112	0.05	0.00	Special Resolution Passed with requisite majority

The Resolutions for Ordinary and Special Business as set out at item No. 1 to 7 in the Notice of 27th Annual General Meeting duly approved by the members with requisite majority, are recorded hereunder:

RESOLUTION NO. 1

ORDINARY RESOLUTION: -

To receive, consider and adopt the Standalone and Consolidated financial statements of the Company for the year ended 31st March, 2020 including statement of Audited Profit and Loss and Cashflow Statement for the year ended 31st March, 2020, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.

"RESOLVED THAT Standalone and Consolidated Audited financial statements consisting of Balance Sheet as at 31st March, 2020, Statement of Profit and Loss for the year ended 31st March, 2020 along with notes on Financial Statements, Cash Flow Statement for the year ended 31st March, 2020, Directors' and Auditors' Reports for the year 2019-20, as circulated to the members be and are hereby approved and adopted."

RESOLUTION NO. 2

ORDINARY RESOLUTION: -

To re-appoint Shri Kandarp Amin (DIN:00038972), who retires by rotation and being eligible offers himself for re- appointment.

"RESOLVED THAT Shri Kandarp Amin (DIN:00038972), Director, who retires by rotation as per the provisions contained in Articles of Association of the Company and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

RESOLUTION NO. 3**SPECIAL RESOLUTION: -**

To issue 55,00,000 convertible warrants at the price of Rs. 10/- each on preferential basis.

RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as "Act"), provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended and any other Rules/ Regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Stock Exchanges and/ or any other statutory/regulatory authority, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranches, up to 55,00,000 (Fifty Five Lakh) warrants (hereinafter referred to as "convertible warrants") of the Company, at a price of Rs. 10/- per warrant each convertible into 1 (One) Equity share of face value of Rs. 10/- each at par aggregating to not more than Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakh Only) to the proposed allottees as mentioned below on preferential basis for cash in form and in a manner and in accordance with the provisions of SEBI (ICDR) Regulations and other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No.	Name of the proposed allottee(s)	Category	No. of Convertible warrants to be allotted
1.	AMIN ARCHANA KANDARP	Promoter	11,75,000
2.	AMIN ARCHIT KANDARP	Promoter	7,75,000
3.	AMIN SUCHIT KANDARP	Promoter Group	5,50,000
4.	SHIMOLI AMIN	Promoter Group	5,00,000
5.	MANINI AMIN	Promoter Group	5,00,000

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6.	VIRAJ SAMIRBHAI SHAH	Public (Non-Promoter)	10,00,000
7.	AMOLI SAMIR SHAH	Public (Non-Promoter)	10,00,000
	Total		55,00,000

RESOLVED FURTHER THAT in accordance with the provisions of SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the price of Convertible warrants/Resultant Equity Shares to be issued in terms hereof shall be 28 August, 2020 being the date 30 days prior to the date of this Annual General Meeting scheduled (as 29th and 30th August, 2020 being Saturday and Sunday respectively relevant date is considered as 28th August, 2020 which is the day preceding the weekend as per regulation 161 of SEBI (ICDR) Regulations, 2018 as amended from time to time).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants convertible into Equity shares shall be subject to the following terms:

- A. The warrants by itself do not give to the warrants holder any rights of the shareholders of the Company.
- B. The proposed Warrants shall be issued and allotted by the Company to proposed allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.
- C. Each Warrant is convertible into 1 (One) Equity Share and the conversion can be exercised by warrant holder at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- D. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- E. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants then such warrants shall

be lapsed and the amount paid under this clause shall be forfeited by the Company. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable at the time of exercising the right of conversion of warrants.

- E. The consideration price of the warrants, if paid in cash, shall be received from allottee's bank account.
- F. The warrant holder(s) shall be entitled to the option of exercising any or all of the Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- G. The Equity Shares to be so allotted on exercise of option of conversion of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- H. The Equity Shares arising from the exercise of the option of conversion of Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- I. The Warrants and the Equity Shares being allotted pursuant to exercise of option of conversion of Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as it may be required to be issued and allotted upon conversion of the warrants and that the said equity shares shall be subject to the Memorandum and Articles of Association of the Company and shall, subject to any subsisting conditions of the warrants, rank pari passu in all respect with existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Whole Time Director and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable and expedient for such purpose, including but without limitation, to prescribe the forms of application, allotment, entering into contracts, arrangements, documents, in connection therewith and incidental thereto without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the convertible warrants and utilization of proceeds of the convertible warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT any Whole Time Director and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution including but without limitation to making application to Stock Exchange for obtaining in-principle approval, listing approval of Securities, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions / queries and difficulties that may arise in the proposed issue, offer and allotment of the Securities and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.

RESOLUTION NO. 4

ORDINARY RESOLUTION: -

To appoint Shri Shreeraj V. Desai (DIN: 08691421) as an Independent Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any 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) read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shreeraj V. Desai (DIN: 08691421) who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as an Independent Director) with effect from February 13, 2020 and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from



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February 13, 2020.

RESOLVED FURTHER THAT the Board of the 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.

RESOLUTION NO. 5

SPECIAL RESOLUTION: -

To re-appoint Shri Kandarp Amin (DIN: 00038972) as a Whole Time Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Shri Kandarp Amin (DIN: 00038972) as the Whole Time Director of the Company for the period of 3 years with effect from 1st April, 2020 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Kandarp Amin, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

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RESOLUTION NO. 6**SPECIAL RESOLUTION: -**

To re-appoint Smt. Archana Amin (DIN: 00038985) as a Whole Time Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for re-appointment of Smt. Archana Amin (DIN: 00038985) as the Whole Time Director of the Company for the period of 3 years with effect from 1st April, 2020 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Smt. Archana Amin, the remuneration payable to her subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

RESOLUTION NO. 7**SPECIAL RESOLUTION: -**

To re-appoint Shri Archit Amin (DIN: 01681638) as a Whole Time Director of the Company.

RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and all the other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is



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hereby accorded for re-appointment of Shri Archit Amin (DIN: 01681638) as the Whole Time Director of the Company for the period of 3 years with effect from 12th May, 2020 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Archit Amin, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

Date: 21/10/2020



(Chairman)

