



ARCHIES LIMITED

CIN: L36999HR1990PLC041175

Regd. Office : 191F, Sector - 4, IMT Manesar Gurgaon, Haryana - 122050

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NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Archies Limited will be held at Manesar Club, Sector-5, IMT Manesar Gurgaon Haryana 122050, on Wednesday, the 28th day of September, 2016 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss Account for the year ended on that date along with the Reports of the Auditors and the Directors thereon.
2. To appoint a Director in place of Mr. Deepak Thakkar (DIN 00888165) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and subject to all the applicable laws and regulations thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by members at the AGM held on 23rd September 2014, the appointment of M/s. Uberoi Sood & Kapoor (FRN-001462N), Chartered Accountants, New Delhi as the Auditors of the Company to hold office till the conclusion of 27th Annual General Meeting be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS

4. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. V D Rupani & Co, Chartered Accountants, as the Branch Auditors of the Mumbai, Pune & Goa Branches and to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch Auditors.

5. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with Section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Sanjiv Shah & Associates, Chartered Accountants, as the Branch Auditors of the Chennai Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch Auditors.

6. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with Section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Mehul V Chalisajhar & Co, Chartered Accountants, as the Branch Auditors of the Ahmedabad Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch Auditors.

7. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Rajesh Chowdhury & Associates, Chartered Accountants, as the Branch Auditors of the Kolkata & Bhubneshwar Branches to hold office till the conclusion 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch Auditors.

8. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Rajesh Adityaraj & Co, Chartered Accountants, as the Branch Auditors of the Indore Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

9. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. S Vijaykumar, Chartered Accountants, as the Branch Auditors of the Bangalore Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

10. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Pramod G Gupta & Associates, Chartered Accountants, as the Branch Auditors of the Chandigarh Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

11. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Suryanarayana & Suresh, Chartered Accountants, as the Branch Auditors of the Hyderabad Branch to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

12. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139 & 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 23rd September, 2014, the appointment of M/s. Shetty & Thomas, Chartered Accountants, as the Branch Auditors of the Kochi Branch and to hold office till the conclusion of 27th AGM be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch auditors.

13. APPOINTMENT OF BRANCH AUDITOR OF THE COMPANY


To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 143(8) read with section 139, 141 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendation of audit committee and the Board of Directors, the appointment of M/s.Walia & Walia, (FRN 002896N) Chartered Accountants, as the Branch Auditors of Ludhiana branch to hold the office from the conclusion of this Annual General Meeting (AGM) to the conclusion of Thirty First Annual General Meeting of the Company (subject to ratification of the appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors of the Company be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the Branch Auditors."

14. REAPPOINTMENT OF MR. DEEPAK THAKKAR AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Section-152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and subject to such other necessary approvals, consent or provisions as may be required and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, Mr. Deepak Thakkar (00888165) be and is hereby re-appointed as a Non-Executive Director, liable to retire by rotation, and will hold the office of Director, for 1(one) year with effect from the date of the meeting."



"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

15. REAPPOINTMENT OF MR. DILIP SETH AS DIRECTOR (FINANCE) & CFO OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, or any other provisions or rules, and any amendments and modifications thereof, (including any statutory modification or re-enactments thereof for the time being in force) and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, consent of the Company be and hereby accorded for the re-appointment of Mr. Dilip Seth (DIN-06640936) as the Whole Time Director [Director (Finance) & CFO] of the Company for a period of 1(one) year w.e.f. 06.08.2016 on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to this Notice of AGM with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Company) to alter and vary the terms and conditions not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, Mr. Dilip Seth shall be paid the same remuneration and perquisites as minimum remuneration as set out in the explanatory statement hereto, subject to the ceiling as specified under the Section II of part II of Schedule V of the Companies Act, 2013 having regard to the effective capital of the company."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

16. REAPPOINTMENT OF DR. BHAVNA CHADHA AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT on the recommendation of the Nomination & Remuneration committee and pursuant to the requirements of provisions of Section 149, 150, 152, 160, 161 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, Dr. Bhavna Chadha (DIN 06957473) be and is hereby re-appointed as a (Independent Non-Executive), Woman Director, not liable to retire by rotation with effect from 06/08/2016 and will hold office of Director, for 3 (Three) consecutive years from the date of the meeting."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution."

17. REAPPOINTMENT OF MR. ANIL MOOLCHANDANI AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and all other applicable provisions, if any, of the Companies Act 2013, or any other provisions or rules, (including any statutory modification (s) or re-enactment thereof, time being in force) and subject to such other necessary approvals, consent and permissions as may be required and in respect of whom a notice under section 160 of the Companies Act, 2013, has been received from a member proposing his candidature for the office of Director, the consent of Company be and is hereby accorded for the re-appointment and remuneration to be paid to Mr. Anil Moolchandani (DIN 00022693) as Chairman and Managing Director of the Company for a period of 1(one) year with effect from 30.06.2016 on the terms and conditions including remuneration as specified in the Explanatory Statement annexed to this Notice of AGM with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Company) to alter and vary the terms and conditions not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, Mr. Anil Moolchandani shall be paid the same remuneration and perquisites as minimum remuneration as set out in the explanatory statement hereto, subject to the ceiling as specified under Section II of Part II of Schedule V of the Companies Act, 2013 having regard to the effective capital of the company."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution."



18. APPOINTMENT OF MR. JAGDISH MOOLCHANDANI AS DIRECTOR (EXECUTIVE) OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, Mr. Jagdish Moolchandani who was appointed as Additional Director of the Company by the Board of Directors with effect from August 10, 2016 and who holds office until the date of the Annual General Meeting (AGM), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jagdish Moolchandani for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED THAT pursuant to the provisions of sections 161, 197, 198 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and all other applicable provisions, if any, of the Companies Act 2013, or any other provisions or rules and any amendment or modifications thereof (including any statutory modification (s) or re-enactment thereof, time being in force), the consent of the Company be and is hereby accorded for appointment of Mr. Jagdish Moolchandani (DIN 00016718) as Director (Executive) of the Company for a period of 3 (Three) years with effect from 10th August 2016, subject to the approval of the shareholders of the Company in the ensuing Annual General Meeting (AGM), on the terms and conditions including remuneration as specified in the explanatory statement annexed to this notice of AGM with the liberty to the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Company) to alter and vary the terms and conditions not exceeding the limits specified under Section 197, Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, Mr. Jagdish Moolchandani shall be paid the same remuneration and perquisites as minimum remuneration as set out in explanatory statement hereto, subject to ceiling as specified under section II of Part II of Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper to give effect to this resolution.”

By Order of the Board

Place : New Delhi
Date : August 09, 2016
Regd. Office : 191F, Sector - 4, IMT Manesar Gurgaon, Haryana - 122050
Tel No : +91 124 4966666 Fax No: +91 124 4966650
Website : www.archiesonline.com / Email id : archies@archiesonline.com

Gautam
Company Secretary
M. NO. : A30581



NOTES:-

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRING VOTING RIGHTS.
3. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND A CERTIFIED COPY OF THE BOARD RESOLUTION TO THE COMPANY, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
4. The proxy, in order to be effective, must be deposited at the Corporate Office of the Company, C-113, Naraina Industrial Area, Phase-I, New Delhi-110 028 or its Registrar and Share Transfer Agent M/s Link Intime India (Private) Limited 44, Community Centre, 2nd Floor, Naraina Industrial area Phase-I, New Delhi-110028 not less than **forty eight** hours before the commencement of the meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangement in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 28th September, 2016 (both days inclusive) in connection with the AGM.
9. Members holding shares in physical form are advised to notify to the Registrar and Share Transfer Agent of the company of any change in their addresses immediately.
10. Members holding shares in De-mat form are advised to notify to their respective Depository Participant of any changes in their addresses immediately.
11. Members who are yet to register their email addresses with the Company or with the Depository are once again requested to register the same. The form for registration of email addresses with Company can be downloaded from the Company's website www.archiesonline.com.
12. Members/Proxies/Authorised Representative are requested to produce the attendance slip, duly completed and signed, for admission to the meeting hall.
13. Pursuant to the provisions of Section 124 of the Companies Act, 2013, any dividend, which remains unpaid or unclaimed for a period of seven years shall be transferred to Investor Education and Protection Fund.
Members who have not encashed/redeemed their dividend warrants are requested to send back their warrants for revalidation or lodge their claims to our Registrar and Share Transfer Agent.
Members are advised that once the unclaimed dividend is transferred to the above fund, no claim shall lie from the company in respect thereof.
14. Members may also note that the Notice of 26th AGM and the Annual Report of the Company be circulated to the Members of the Company, will be made available on the Company's website www.archiesonline.com.
15. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the AGM Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
16. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.

17. VOTING PROCESS

VOTING THROUGH ELECTRONIC MEANS

- I. In terms of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed M/s NSP & Associates as the Scrutinizer for this purpose.
- II. That the facility for voting, through Ballot paper shall also be made available at the meeting & members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III. That the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.


IV. E-Voting Instructions

The instructions for members for voting electronically are as under:-

- (i) The voting period begins at 9.00 A.M on 25th September, 2016 and ends on 5.00 PM on 27th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (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 and 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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip particulars in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details as Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 Archies 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.

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- (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.
- (xviii) Note for Non-Individual Shareholders & Custodians
- Non-Individual Shareholders (i.e other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the using the admin log-in and password. The compliance user would be able to link the account(s), for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2016 may obtain the login ID and password for casting your vote. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote and follow the instructions as mentioned above for e-voting.
- V. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com
- VI. The Voting rights of the members shall be proportion to their share of the paid up Equity share capital of the Company as on cut off date 21st September, 2016.
- VII. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through Ballot Paper.
- VIII. The Chairman, shall at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to held, allow voting, with the assistance of scrutinizer, by use of "ballot paper" or "polling paper" for all those members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
- IX. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.archiesonline.com and on the website of CDSL within 48 hours of the conclusion of the AGM of the Company and communicated to the Stock Exchanges.

18. DETAILS OF DIRECTORS RECOMMENDED FOR APPOINTMENT, RE-APPOINTMENT UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015 :-

Name of Director	Mr. Deepak Thakkar	Mr. Dilip Seth	Dr. Bhavna Chadha	Mr. Anil Moolchandani	Mr. Jagdish Moolchandani
Age	41 Years	49 Years	42 Years	63 Years	62 Years
Expertise In Specific functional areas	Over 22 years of experience at various levels in pharmaceutical & Information Technology (IT) industry, has worked with various renowned companies across the industry like Airtel, Microsoft Nokia, Cisco, Somany, Jaquar, Ansal API, United Colors of Benetton, etc.	Over 25 years' of experience in field of Finance, Taxation, Accounts.	Over 18 years of experience in education on various subjects like retail operations, communication skills, consumer behavior etc. in renowned institutions like Pearl Academy of Fashion, Sandmere Practice south London, UK etc.	Over 40 years' of Management experience in the Social Expression Industry & one of the promoters of the Company.	Over 40 years' of Management experience in the Social Expression Industry & one of the promoters of the Company.
Qualifications	MBA from YMCA New Delhi	FCA	PHD & Masters in Psychology	B.A.	B.A.
List of other Companies in which Directorships held	Finesse Interactive Solution Pvt. Ltd.	Nil	Nil	Empire Greeting & Gifts Pvt. Ltd.	Nil
Chairman/ Member of committees of the Board of other Companies in Which he is a director	Nil	Nil	Nil	Nil	Nil
Shareholding in the Company (For Non-Executive Directors)	Nil	-	Nil	-	-
Relationship between Directors inter-se	N.A.	N.A.	N.A.	Brother of Mr. Jagdish Moolchandani; one of the promoters of the Company	Brother of Mr. Anil Moolchandani (Chairman and Managing Director of the Company)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4-12

The shareholders of the company at the Annual General Meeting held on 23rd September, 2014 approved the re-appointment of the Branch Auditors for audit of the accounts of the Company's branch offices at Mumbai, Pune, Goa, Chennai, Ahmedabad, Kolkata, Bhubneshwar, Indore, Bangalore, Chandigarh, Hyderabad & Kochi till the conclusion of 27th AGM (subject to ratification of the appointment by the members at every AGM). Hence it is desirable to re-appoint Branch auditors in the Item No 4-12 for audit of the accounts of respective branches of the Company at a remuneration as may be decided by the Board of Directors of the Company.

Your directors recommend passing of the above resolutions.

None of the Directors, Key Managerial personnel and their relatives is interested or have any concern in the resolution.

Item No. 13

The resolution is moved in conformity of provisions of Section 143(8) read with the section 139 and 141 of the Companies Act, 2013 for the appointment of Branch Auditors for the audit of the accounts of the Company's branch office at Ludhiana to appoint the Branch Auditors in Item No. 13 for audit of accounts of respective branch and to hold office from the conclusion of this Annual General Meeting upto the conclusion of Thirty First Annual General Meeting (subject to the ratification of the appointment by the members of the Company at every Annual General Meeting) of the company at a remuneration as may be decided by the Board of Directors of the Company.

Your directors recommend passing of the above resolutions.

None of the Directors, Key Managerial personnel (KMP) and their relatives is interested or have any concern in the resolution.

Item No. 14

The Board of Directors of the Company at its meeting held on 23rd May, 2016 recommends for the approval of members, the re-appointment of Mr. Deepak Thakkar (DIN 00888165) as non executive Director of the Company, in terms of relevant provisions of Companies Act 2013 or its rules or any amendment/s thereto or modification/s thereof as set out in the Resolution relating to his appointment.

Mr. Deepak Thakkar is a MBA from YMCA New Delhi & B.Com from Delhi University. He has more than 22 years of rich experience at various levels in pharmaceutical & Information Technology (IT) industry. He has set up his own company in 2005 and has worked with various renowned companies across the industry like Airtel, Microsoft, Nokia, Cisco, Somany, Jaquar, Ansal API, United Colours of Benetton, etc.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act 2013 from a member along with a deposit of ₹ 1,00,000/- proposing the Candidature of Mr. Deepak Thakkar for the office of Director of the Company.

Mr. Deepak Thakkar, is interested in the resolutions set out at Item No. 14 of the Notice. No other Director, key managerial personnel or their relatives, is interested or have any concern in the resolution.

The Board recommends the resolution set forth in Item No. 14 for your approval

Item No. 15

The Board of Directors at its meeting held on August 07, 2013 appointed Mr. Dilip Seth as Additional Director of the Company pursuant to relevant provisions of the Companies Act, for a period of 3 (three) years. Further in its meeting held on 23rd May, 2016 he was re-appointed as Director (Finance) and CFO of the Company.

Mr. Dilip Seth was re-appointed as Whole Time Director [Director (Finance) & CFO] of the Company, for a further period of 1 (one) year w.e.f 06.08.2016. The appointment & remuneration of Mr. Dilip Seth as Whole Time Director (Director [Finance]& CFO) of the Company as recommended by the Nomination and Remuneration committee and Audit committee pursuant to the provisions of sections 196,197, 198, 203 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Articles of Association of the Company or any other provisions or rules, and any amendments and modifications thereof and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act 2013 from a member along with a deposit of ₹ 1,00,000/- proposing the Candidature of Mr. Dilip Seth for the office of Director.

Mr. Dilip Seth satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Dilip Seth is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

The remuneration as set out below was approved by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their meeting held on May 23, 2016.

The Board of Directors and Nomination and Remuneration Committee recommended for re-appointment of Mr. Dilip Seth on remuneration keeping in view the responsibilities shouldered by him and in line with the remuneration levels in the industry. The terms and conditions of his re-appointment are as under:-

1. **Term:** 6th August 2016 to 5th August 2017
2. **Nature of Duties:** Mr. Dilip Seth shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Basic Salary:** Rs.1,50,000/- per month with the authority to the Board of Directors to revise the basic salary from time to time taking into account of the performance of the Company subject however to the ceiling of Rs. 2,25,000/- per month.
4. **Perquisites:** In addition to the basic salary he will be entitled to other perquisites as per agreement (restricted to an amount not exceeding 60% of basic salary) such as housing, gas, electricity, water, medical reimbursement, leave travel concession, club fees, personal medical/accident insurance, contribution to provident fund, superannuation fund, gratuity, earned leaves and any other benefits, facilities, allowances and expenses as may be allowed as per the rules of the company and subject to the provisions of the Income Tax Act, 1961 and rules made thereunder.

- 5. Minimum Remuneration:** The above remuneration shall also be paid as minimum remuneration to Mr. Dilip Seth in the event of absence or inadequacy of profit in any year during his remaining tenure subject to the ceilings specified under the provision of section 197 and Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.

The appointment and other service terms will be subject to the relevant provision of the Companies Act, 2013 and as amended from time to time. All other terms and conditions of the existing appointment shall be governed by the agreement and Company rules and policies.

Minimum Remuneration:

1. Remuneration payable not exceeding the limit prescribed under Section II of Part II of Schedule V of the Companies Act 2013.
2. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
4. Encashment of Leave at the end of the tenure.

All other terms and conditions of the existing appointment shall remain unchanged.

The information required to be given as per paragraph under section II of Part II of Schedule V of the Companies Act, 2013 is given below.

I. General Information :

- (1) Nature of Industry : Social Expression Industry
- (2) Date or expected date of Commencement of commercial production. : March, 1979
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable
- (4) Financial performance based on given indications

Particulars	(Rs. in Lacs)		
	Financial Year		
	2015-16	2014-15	2013-14
Total Turnover	19472.93	19568.80	19629.55
Profit before tax	418.10	631.92	770.01
Profit after tax	289.27	412.24	524.24

- (5) Export performance and net foreign exchange collaborations.

The company has foreign exchange earning of ₹ 228.23 lacs during the year 2015-16 from exports

- (6) Foreign investments or collaborations, if any.

: NIL

II. INFORMATION ABOUT THE APPOINTEES

1. Background Details

Mr. Dilip Seth is the Director (Finance) & CFO of the Company.

Mr. Dilip Seth being a qualified Chartered Accountant has been associated with the Company since very long and under his dynamic guidance as a Director (Finance) and CFO of the Company has grown from a small beginning to the position of being a market leader in its business segment.

2. Past Remuneration (For the last three Financial Years) (Rs. In Lacs)

Names	2015-16	2014-15	2013-14
Mr. Dilip Seth	27.26	24.99	16.43

3. Recognition or awards

Mr. Dilip Seth has over 25 years of experience in the Field of Finance, Tax and Accounts.

4. Job Profile and his suitability

Mr. Dilip Seth, Director (Finance) & CFO of the Company has been entrusted with the substantial powers of the management of the company and also plays a major role in providing strategic inputs and guidance for the growth of the Company

5. Remuneration Proposed

In case of inadequacy of profits, minimum remuneration as stated hereinabove.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)

The aforesaid proposed remuneration is in line with the prevailing remuneration being paid to the managerial position in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any.

Mr. Dilip Seth is holding 5375 shares, i.e. (0.015%) of equity share capital of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequacy of profit

The performance of the Company in the last three financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the retail industry.

2. Steps taken or proposed to be taken for improvement

The Company will remain committed to generating superior returns for its stakeholders and also focus has been placed on promotion and marketing of products so as to increase the turnover of the Company.

3. Expected increase in productivity and profits in measurable terms

Looking at the past performance and collective efforts being made during the year, the Company is expecting increase in the turnover and improvement in the profits during the year 2016-17.

Further the company has entered into the Alternate Selling Channel for its Stationery products. There is a big market and opportunity available to boost sales in the coming years through this route. Earlier the channel for selling stationery products was only through gifts stores and gallery.

The payment of remuneration to Mr. Dilip Seth stated above is subject to the approval of members.

Expect Mr. Dilip Seth, none of the Directors or KMP of the Company nor their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in the item No. 15 for approval.

Item No. 16

The Board of Directors of the Company at its meeting held on 23rd May 2016 recommends for the approval of members of the Company the re-appointment of Dr. Bhavna Chadha as an independent Director of the Company, in terms of Section 149, 150, 152, 160, 161 read with the Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 Article of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any amendment/s thereto or modification/s thereof as set out in the Resolution relating to her appointment.

Dr. Bhavna Chadha is a PHD from Delhi University and has done her Masters and Bachelors in Psychology from Delhi University. She has more than 18 years of rich experience at various levels in various educational institutions. She has been associated with various organizations like Pearl Academy of Fashion New Delhi, Sandmere Practice South London UK, Raheja Nursing Home etc. and has been a guest lecturer in University of Delhi, IMT Gaziabad, Corporate consultant to Training Departments of NTPC, BHEL, IBM etc.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act 2013 from a member along with a deposit of ₹ 1,00,000/- proposing the Candidature of Dr. Bhavna Chadha for the office of Director.

The Company has also received declarations from Dr. Bhavna Chadha that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Dr. Bhavna Chadha, is interested in the resolutions set out at Item No. 16 of the Notice. No other Director, key managerial personnel (KMP) or their relatives, is interested or have any concern in the resolution.

The Board recommends the resolution set forth in Item No. 16 for your approval.

Item No. 17

The Board of Directors in its meeting held on 23rd May, 2016 re-appointed Mr. Anil Moolchandani as Chairman and Managing Director of the Company for a further period of 1 (one) year, as his tenure was ceasing on June 30,2016.

Mr. Anil Moolchandani was re-appointed as Chairman and Managing Director of the Company, for a further period of 1 (one) year w.e.f. 30.06.2016. The appointment & remuneration of Mr. Anil Moolchandani as Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration committee and Audit committee pursuant to the provisions of sections 196,197, 198, 203 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013,Articles of Association of the Company or any other provisions or rules, and any amendments and modifications thereof and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act 2013 from a member along with a deposit of ₹ 1,00,000/- proposing the Candidature of Mr. Anil Moolchandani for the office of Director.

Mr. Anil Moolchandani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Anil Moolchandani is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

The remuneration as set out below was approved by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their meeting held on May 23, 2016.

The Board of Directors and Nomination Remuneration Committee recommended for re-appointment of Mr. Anil Moolchandani on remuneration keeping in view the responsibilities shouldered by him and in line with the remuneration levels in the industry. The terms and conditions of his re- appointment are as under:-

1. Term: 30th June 2016 to 29th June 2017

2. Nature of Duties : Mr. Anil Moolchandani shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

3. Basic Salary : Rs. 2,75,000/- p.m. with the authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company subject however to the ceiling of Rs. 4,00,000/- per month.

4. Perquisites : In addition to the basic salary he will be entitled to other perquisites as per the existing agreement (restricted to an amount not exceeding 60% of basic salary) such as housing, gas, electricity, water, medical reimbursement, leave travel concession, club fees, personal medical/accident insurance, contribution to Provident Fund, Superannuation Fund, Gratuity, earned leaves and encashment of leaves and any other benefits, facilities, allowances and expenses as may be allowed as per the rules of the company and subject to the provisions of the Income Tax Act, 1961 and rules made thereunder.

5. Minimum Remuneration : The above remuneration shall also be paid as minimum remuneration to Mr. Anil Moolchandani, in the event of absence or inadequacy of profit in any year during his remaining tenure subject to the ceilings specified under the provision of section 197 and Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.

The appointment and other service terms will be subject to the relevant provision of the Companies Act, 2013 and as amended from time to time. All other terms and conditions of the existing appointment shall be governed by the agreement and Company rules and policies."

All the terms and conditions of the existing appointment shall remain unchanged.

Minimum Remuneration:

1. Remuneration payable not exceeding the limit prescribed under Section II of Part II of Schedule V of the Companies Act 2013.
2. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
4. Encashment of Leave at the end of the tenure.

All other terms and conditions of the existing appointment shall remain unchanged.

The information required to be given as per paragraph under section II of Part II of Schedule V of the Companies Act, 2013 is given below.

I. GENERAL INFORMATION:

- (1) Nature of Industry : Social Expression Industry
- (2) Date or expected date of Commencement of commercial production : March, 1979
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable
- (4) Financial performance based on given indications

Particulars	(Rs.in lacs)		
	Financial Year 2015-16	2014-15	2013-14
Total Turnover	19472.93	19568.80	19629.55
Profit before tax	418.10	631.92	770.01
Profit after tax	289.27	412.24	524.24

- (5) Export performance and net foreign exchange collaborations. : The company has foreign exchange earning of Rs 228.23 lacs during the year 2015-16 from exports.
- (6) Foreign investments or collaborations, if any. : NIL

II INFORMATION ABOUT THE APPOINTEES

1. Background Details

Mr. Anil Moolchandani is the Chairman and Managing Director of the Company and one of the promoters of the Company.

He has been associated with the Company since its inception and under his dynamic leadership the Company has risen from a small beginning to the position of being a market leader in its business segment.

2. Past Remuneration (For the last three Financial Years)

(Rs. In Lacs)

Names	2015-16	2014-15	2013-14
Mr. Anil Moolchandani	36.26	36.81	36.15

3. Recognition or awards

Mr. Anil Moolchandani is well recognized in business circles for his leadership, vision and entrepreneurial skills.

4. Job Profile and his suitability

Mr. Anil Moolchandani, Chairman and Managing Director has been entrusted with the substantial powers of the management of the company and also plays a major role in providing thought leadership and strategic inputs to the Company

5. Remuneration Proposed

In case of inadequacy of profits, minimum remuneration as stated here in above.

8. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would be with respect to the country of his origin)

The aforesaid proposed remuneration is in line with the prevailing remuneration being paid to the managerial position in other companies.

9. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any.

Mr. Anil Moolchandani is holding more than 20% of the equity share capital of the Company. In addition to above his relatives are also holding shares in the Company. Company has also entered into related party transaction for sale, purchase of goods from proprietorship concern in which he is interested. Accordingly he may be deemed having pecuniary relation, directly or indirectly with the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequacy of profit

The performance of the Company in the last three financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the retail industry.

2. Steps taken or proposed to be taken for improvement

The Company will remain committed to generating superior returns for its stakeholders and also focus has been placed on promotion and marketing of products so as to increase the turnover of the Company.

3. Expected increase in productivity and profits in measurable terms

Looking at the past performance and collective efforts being made during the year, the Company is expecting increase in the turnover and improvement in the profits during the year 2016-17.

Further the company has entered into the Alternate Selling Channel for its Stationery products. There is a big market and opportunity available to boost sales in the coming years through this route. Earlier the channel for selling stationery products was only through gifts stores and gallery.

The payment of remuneration to Mr. Anil Moolchandani as stated above is subject to the approval of the Members.

Except Mr. Anil Moolchandani and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No. 17 for approval.

Item no. 18

The Board of Directors in its meeting held on 09th August, 2016 appointed Mr. Jagdish Moolchandani as an Additional Director of the Company w.e.f. 10th August, 2016, pursuant to the relevant provision of the Companies Act, 2013 and designate him as Director (Executive) of the Company.

Pursuant to the provision of Section 161 of the Companies Act 2013, Mr. Jagdish Moolchandani will hold office upto the ensuing Annual General Meeting as recommended by the Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of sections 161, 197, 198 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Articles of Association of the Company or any other provisions or rules, and any amendments and modifications thereof and SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act 2013 from a member along with a deposit of ₹ 1,00,000/- proposing the Candidature of Mr. Jagdish Moolchandani for the office of Director.

Mr. Jagdish Moolchandani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Jagdish Moolchandani is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

The remuneration as set out below was approved by the Nomination and Remuneration Committee and the Board of Directors at their meeting held on August 09, 2016. The consent of the appointment as a Director has been received by Mr. Jagdish Moolchandani.

The Board of Directors and Nomination Remuneration Committee recommended for appointment of Mr. Jagdish Moolchandani on remuneration keeping in view the responsibilities shouldered by him and in line with the remuneration levels in the industry. The terms and conditions of his appointment are as under:-

1. Term : 10th August 2016 to 9th August 2019

2. Nature of Duties : Mr. Jagdish Moolchandani shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

3. Basic Salary : Rs. 2,50,000/- p.m. with the authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company subject however to the ceiling of Rs. 4,00,000/- per month.

4. Perquisites : In addition to the basic salary he will be entitled to other perquisites as per the existing agreement (restricted to an amount not exceeding 60% of basic salary) such as housing, gas, electricity, water, medical reimbursement, leave travel concession, club fees, personal medical/accident insurance, contribution to Provident Fund, Superannuation Fund, Gratuity, earned leaves and encashment of leaves and any other benefits, facilities, allowances and expenses as may be allowed as per the rules of the company and subject to the provisions of the Income Tax Act, 1961 and rules made thereunder.

5. Minimum Remuneration : The above remuneration shall also be paid as minimum remuneration to Mr. Jagdish Moolchandani, in the event of absence or inadequacy of profit in any year during his remaining tenure subject to the ceilings specified under the provision of section 197 and Schedule V of the Companies Act, 2013 having regard to the effective capital of the Company.

The appointment and other service terms will be subject to the relevant provision of the Companies Act, 2013 and as amended from time to time. All other terms and conditions of the existing appointment shall be governed by the agreement and Company rules and policies."

Minimum Remuneration :

1. Remuneration payable not exceeding the limit prescribed under Section II of Part II of Schedule V of the Companies Act 2013.
2. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
4. Encashment of Leave at the end of the tenure.

The information required to be given as per paragraph under section II of Part II of Schedule V of the Companies Act, 2013 is given below.

I. GENERAL INFORMATION:

- (1) Nature of Industry : Social Expression Industry
- (2) Date or expected date of Commencement of commercial production : March, 1979
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable
- (4) Financial performance based on given indications

Particulars	(Rs.in lacs)		
	Financial Year	2014-15	2013-14
Total Turnover	19472.93	19568.80	19629.55
Profit before tax	418.10	631.92	770.01
Profit after tax	289.27	412.24	524.24

- (5) Export performance and net foreign exchange collaborations. : The company has foreign exchange earning of Rs 228.23 lacs during the year 2015-16 from exports.
- (6) Foreign investments or collaborations, if any. : NIL

II INFORMATION ABOUT THE APPOINTEE

1. Background Details

Mr. Jagdish Moolchandani is one of the promoters of the Company.

He has been associated with the Company since inception and under his dynamic leadership the Company has risen from a small beginning to the position of being a market leader in its business segment.

2. Past Remuneration (For the last three Financial Years)

(Rs. In Lacs)

Names	2015-16	2014-15	2013-14	
Mr. Jagdish Moolchandani	24.05	24.51	10.55*	3.82**

* Mr. Jagdish Moolchandani was Executive Director for a part of Financial Year 2013-2014, for which he has received an amount of ₹10.55 Lacs as remuneration from the Company.

** Mr. Jagdish Moolchandani was appointed as Chief Operating Officer (COO) of the Company w.e.f. 17-07-2013 and the remuneration received by him as Chief Operating Officer of the Company for the part of financial year 2013-2014 was ₹ 3.82 Lacs. He resigned from the post of COO w.e.f. 09.08.2016.

3. Recognition or awards

Mr. Jagdish Moolchandani is well recognized in business circles for his leadership, vision and entrepreneurial skills.

4. Job Profile and his suitability

Mr. Jagdish Moolchandani, Director (Executive) has been entrusted with the substantial powers of the management of the company and also plays a major role in providing thought leadership and strategic inputs to the Company

5. Remuneration Proposed

In case of inadequacy of profits, minimum remuneration as stated hereinabove.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The aforesaid proposed remuneration is in line with the prevailing remuneration being paid to the managerial position in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any.

Mr. Jagdish Moolchandani is holding more than 12% of the equity share capital of the Company. In addition to above his relatives are also holding shares in the Company. Company has also entered into related party transaction for sale, purchase of goods from proprietorship concern in which he is interested. Accordingly he may be deemed having pecuniary relation, directly or indirectly with the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequacy of profit

The performance of the Company in the last three financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the retail industry.

2. Steps taken or proposed to be taken for improvement

The Company will remain committed to generating superior returns for its stakeholders and also focus has been placed on promotion and marketing of products so as to increase the turnover of the Company.

3. Expected increase in productivity and profits in measurable terms

Looking at the past performance and collective efforts being made during the year, the Company is expecting increase in the turnover and improvement in the profits during the year 2016-17.

Further the company has entered into the Alternate Selling Channel for its Stationery products. There is a big market and opportunity available to boost sales in the coming years through this route. Earlier the channel for selling stationery products was only through gifts stores and gallery.

The payment of remuneration to Mr. Jagdish Moolchandani as stated above is subject to the approval of the Members.

Except Mr. Jagdish Moolchandani, Mr. Anil Moolchandani and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution

The Board recommends the resolution set forth in Item No. 18 for approval.

By Order of the Board

Gautam
Company Secretary
M. NO. : A30581

Place : New Delhi

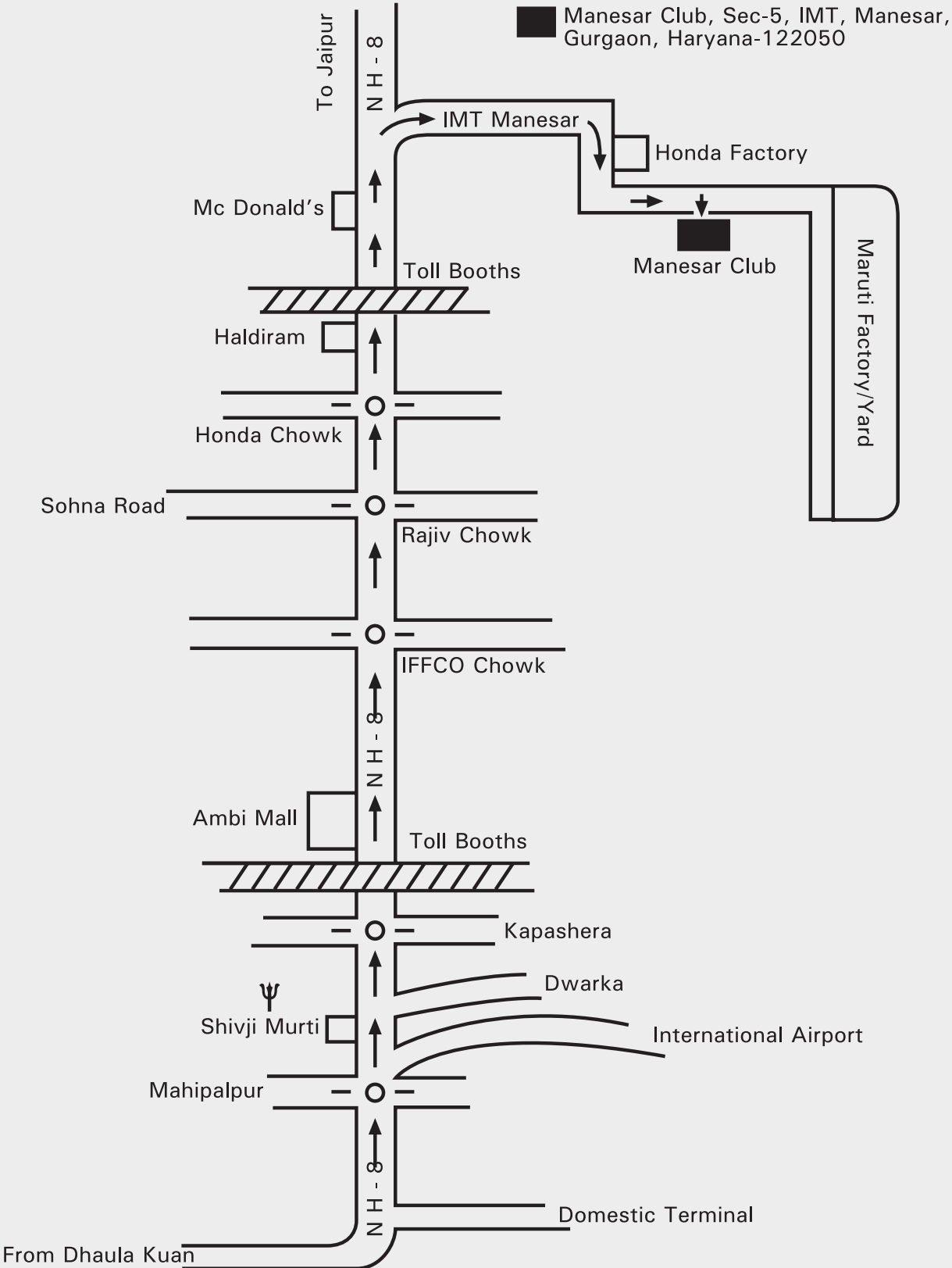
Date : August 09, 2016

Regd. Office : 191F, Sector - 4, IMT Manesar Gurgaon, Haryana - 122050

Tel No : +91 124 4966666 Fax No: +91 124 4966650

Website : www.archiesonline.com / Email id : archies@archiesonline.com

Route map to the venue of the AGM



ARCHIES LIMITED

CIN: L36999HR1990PLC041175

Regd. Office : 191F, Sector - 4, IMT Manesar Gurgaon, Haryana - 122050

Tel No : +91 124 4966666 Fax No: +91 124 4966650

Website : www.archiesonline.com / Email id : gautam.verma@archiesonline.com

PROXY FORM

Name of the member (s) :

Registered address :

E-mail ID :

Folio No/ Client ID;

DP ID:

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

1. Name : Address :
E-mail Id : Signature :, or failing him
2. Name : Address :
E-mail Id : Signature :, or failing him
3. Name : Address :
E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday, the 28th day of September, 2016 at 11.00 a.m. at Manesar Club, Sec-5, IMT Manesar, Gurgaon, Haryana-122050, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote (Optional, see Note 2)		
		For	Against	Abstain
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Directors and Auditors for the Financial Year Ended March 31, 2016.			
2.	Appointment of Director in place of Mr. Deepak Thakkar (DIN -00888165) who retires by rotation and being eligible offers himself for reappointment			
3.	Ratification of Re-Appointment of M/s Uberoi Sood & Kapoor (FRN-001462N), Chartered Accountants as Statutory Auditor of the Company.			
4.	Re-appointment of M/s. V D Rupani & Co, Chartered Accountants as Branch Auditor of the Mumbai, Pune & Goa Branches of the Company.			
5.	Re-appointment of M/s. Sanjiv Shah & Associates, Chartered Accountants as Branch Auditor of the Chennai Branch of the Company.			
6.	Re-appointment of M/s. Mehul V Chalishajar & Co, Chartered Accountants as Branch Auditor of the Ahmedabad Branch of the Company.			
7.	Re-appointment of M/s. Rajesh Chowdhury & Associates, Chartered Accountants as Branch Auditor of the Kolkatta & Bhubneshwar Branches of the Company.			
8.	Re-appointment of M/s. Rajesh Adityaraj & Co, Chartered Accountants as Branch Auditor of the Indore Branch of the Company.			
9.	Re-appointment of M/s. S Vijaykumar Chartered Accountants as Branch Auditor of the Bangalore Branch of the Company.			
10.	Re-appointment of M/s. Pramod G Gupta & Associates, Chartered Accountants as Branch Auditor of the Chandigarh Branch of the Company.			
11.	Re-appointment of M/s. Suryanarayana & Suresh, Chartered Accountants as Branch Auditor of the Hyderabad Branch of the Company.			

Sl. No.	Resolution	Vote (Optional, see Note 2)		
		For	Against	Abstain
12.	Re-appointment of M/s. Shetty & Thomas, Chartered Accountants as Branch Auditor of the Kochi Branch of the Company.			
13.	Appointment of M/s Walia & Walia, (FRN 002896N) Chartered Accountants as Branch Auditor of Ludhiana Branch of the Company.			
14.	Re-Appointment of Mr. Deepak Thakkar (DIN-00888165) as Non Executive Director of the Company for 1 Year.			
15.	Re-Appointment of Mr. Dilip Seth as Director (Finance) & CFO (DIN-06640936) of the Company for 1 Year.			
16.	Re-Appointment of Dr. Bhavna Chadha (DIN-06957473) as an Independent Director of the Company for 3 Years.			
17.	Re-Appointment of Mr. Anil Moolchandani (DIN-00022693) as Chairman and Managing Director of the Company for 1 Year.			
18.	Appointment of Mr. Jagdish Moolchandani (DIN 00016718) as Director (Executive) of the Company for 3 Years.			

Signed this day of 2016.

Signature of the shareholder

Signature of Proxy holder(s)

Affix 1 Rupee Revenue Stamp

Note :

1. This form of proxy in order to be effective, should be duly completed and deposited at the office of the Company, not less than 48 hours before the commencement of the Meeting
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' blank against any or all the resolutions, your proxy will be entitled to vote in the manner he/she deem appropriate.
3. A proxy need not be a member of the company.



ARCHIES LIMITED

CIN: L36999HR1990PLC041175

Regd. Office : 191F, Sector - 4, IMT Manesar Gurgaon, Haryana - 122050

Tel No : +91 124 4966666 Fax No: +91 124 4966650

Website : www.archiesonline.com / Email id : gautam.verma@archiesonline.com

ATTENDANCE SLIP

Twenty Sixth Annual General Meeting -September 28, 2016

Regd. Folio No./DP Client ID.

No. of Shares held

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the TWENTY SIXTH ANNUAL GENERAL MEETING of the Company at Manesar Club, Sec-5, IMT Manesar, Gurgaon, Haryana - 122050. India, and at any adjournment thereof, at 11:00 a.m. on Wednesday, September 28, 2016.

Member's / Proxy's Name
(In Block Letters)

Signature of Member / Proxy

- Notes :
1. Please fill up this Attendance Slip and hand it over at the entrance of the meeting hall.
 2. Members are requested to bring their copies of the Annual Report at the meeting.
 3. **Please note that no gifts/company products will be distributed at the meeting.**

