



18th July 2018

Corporate Relationship Dept.
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Dear Sir/ Madam,

Sub: Gist of proceedings of the 39th Annual General Meeting of the Company held on 17th July 2018.

Ref: Security Code- 522134

Please find enclosed the gist of proceedings of the 39th Annual General Meeting of the Company held on Tuesday, the 17th Day of July 2018 at 03.00 p.m. at the Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai- 400034.

This information is being furnished in compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Thanking You

Yours Truly,
For **Artson Engineering Limited**


Deepak Tibrewal
Company Secretary
FCS 8925



Registered Office:

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Hiranandani Business Park, Powai, Mumbai - 400 076,
M.H., India. Tel: +91-22-6625 5600, Fax: 6625 5614

ARTSON ENGINEERING LIMITED

(A subsidiary of **TATA PROJECTS LIMITED**)

CIN: L27290MH1978PLC020644

E-mail: artson@artson.net, Website: www.artson.net

Corporate Office:

Ground Floor, Mithona Towers-1, 1-7-80 to 87,
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GIST OF PROCEEDINGS OF 39TH ANNUAL GENERAL MEETING OF ARTSON ENGINEERING LIMITED ("THE COMPANY")

The 39th Annual General Meeting (AGM) of the Company was held on 17th July 2018 at 03.00 p.m. at the Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai- 400034.

Total Forty Three (43) Members were present in person and through their authorized representatives and/ or proxies as per the records of the attendance at the meeting kept by the Company.

Mr. Vinayak K Deshpande, Chairman of the Board was elected as the Chairman of the Meeting. Mr. Nalin Shah, Chairman, Audit Committee; Mr. Michael Bastian, Chairman, Nomination and Remuneration Committee and Stakeholder Relationship Committee; Ms. Leja Hattiangadi, Chairperson, Project Review Committee; and Mr. Pralhad Pawar, Director were present at the Meeting.

Under the instructions of the Chairman of the Meeting, Mr. Deepak Tibrewal, Company Secretary, informed that the attendance and Proxy Register, Register of Director's Shareholding pursuant to Section 170 of the companies Act, 2013 and the Statutory Auditors Report and Secretarial Audit Report as circulated, were available for inspection during the meeting at the AGM venue.

The Company Secretary then requested Mr. Vinayak K Deshpande, Chairman of the Meeting to conduct the further proceedings.

Mr. Vinayak K Deshpande welcomed the Shareholders to the 39th Annual General Meeting of the Company. After declaring that the requisite quorum is present, the Chairman called the Meeting to be in order. With the consent of the members present, the Notice convening the Meeting, Board's Report and the Financial Statements for the year ended 31st March 2018 were taken as read.

The Chairman provided an overview on the financial performance of the Company for the financial year ended 31st March 2018. Further he informed about the order book position, major orders received during the year and the status of the various projects/ achievement of the Company.

The Chairman confirmed that, in compliance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the members. Further, the Chairman informed that, the members who had not cast their vote by electronic means, may cast their votes through the polling process conducted at the meeting and confirmed that voting by show of hands was not available anymore. He also informed that Mr. Vishram Panchpor, practising Company Secretary was appointed as the scrutinizer to scrutinize the voting process and provide the combined results on remote e-voting and poll.

The Chairman then invited the members in person (excluding proxies) present in the meeting to ask questions, seek clarifications and make their observations, if any.

Various shareholders raised queries on the financials, the operations outlook, CSR activities by the Company etc. The same were duly responded by the Chairman and Mr. Saket Mathur, COO and Mr. S. Balaji, CFO on request of the Chairman.

As per the Notice of AGM dated 26th April 2018, the following items were transacted at the AGM (Resolution 1 to 3 were passed as Ordinary business and Resolution 4 to 7 were Special Business):



Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vinayak K Deshpande (DIN: 00036827), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Ratification of appointment of Statutory Auditors M/s. Price Waterhouse & Co. LLP, Chartered Accountants, (PWC), as the Statutory Auditor of the Company.

Special Business:

4. Ratification of remuneration payable to the Cost Auditors for the financial year 2018-19.
5. Appointment of Mr. Saket Mathur as the Manager of the Company. (Special resolution)
6. To enter into Related Party Transactions with Tata Projects Limited under Section 188 of the Companies Act, 2013, read with Companies (Meeting of the Board and its Powers) Rules, 2014.
7. Determining the fees for delivery document through a particular mode of delivery to a member.

The Chairman then informed the shareholders that all the items in the Notice were transacted, the polling process commenced and remained open. He then requested the members to cast the vote using the physical ballot paper duly filled in, indicating their respective decision on each of the resolution by placing a tick mark at the appropriate 'Assent' or 'Dissent' boxes provided against each resolution in the ballot papers.

Further, the Chairman requested the Scrutinizer appointed for the polling process, to ensure orderly conduct of the voting process.

The Chairman also declared that, after aggregation of the votes casted, the final combined results for each of the resolution will be declared upon the receipt of the Scrutinizer's Report on the website of the Company and on BSE not later than 48 hours of the Conclusion of the meeting.

The Chairman then appreciated all the stakeholders including Shareholders, Customers, Lenders and Regulatory Authorities for having reposed confidence in the Company, and to employees of the Company for their hard work and sincerity.

The Meeting concluded at 4.30 p.m. with a vote of thanks to the Chair.

Post conclusion of the voting process at the AGM a combined report will be received from the Scrutinizer.

This is for your intimation and records.

Yours Truly,
For **Artson Engineering Limited**


Deepak Tibrewal
Company Secretary
FCS 8925

