

Vishram Panchpor
Practising Company Secretary

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,
Mr. Vinayak Deshpande
Chairman of 36th Annual General Meeting
Artson Engineering Limited
11th Floor, Hiranandani Knowledge Park,
Technology Street, Powai,
Mumbai 400076

36th Annual General Meeting of the Equity Shareholders
Held on Monday, 10 August 2015 at Mumbai

Dear Sir,

I, Vishram Narayan Panchpor, Practising Company Secretary [ACS – 20057, CP No. – 13027], was appointed by the Board of Directors of **Artson Engineering Limited** ("the Company") as the Scrutinizer for the purpose of the remote e-voting facility made available to the Members and also at the poll taken on the below mentioned resolutions, at the 36th Annual General Meeting of the Company, held on Monday, 10th August 2015 at Sunville Banquets, Royal Hall, 3rd Floor, 9, Dr. Annie Besant Road, Opposite Atria Mall, Mumbai 400018, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. In terms of the Notice dated 5 June 2015 and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the remote e-voting facility was kept open from 6 August 2015 (from 9.00 a.m.) to 9 August 2015 (5.00 p.m.) and the Members were requested to cast their votes conveying either assent or dissent in respect of the resolutions included in the Notice convening in the 36th Annual General Meeting.

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3. The Members holding Equity Shares of the Company as on 3 August 2015, being the "cut-off date", were entitled to vote on the resolutions contained in the above-referred Notice.
4. At the end of the remote e-voting on 9 August 2015 at 5.00 p.m., the remote e-voting facility viz. NSDL e-voting system was blocked forthwith.
5. At the 36th Annual General Meeting, the locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. I did not find any poll papers invalid.
7. The votes cast at the 36th Annual General Meeting were first counted immediately after the conclusion of the voting at the said Meeting and thereafter the votes cast through the remote e-voting were unblocked by me on 10 August 2015 in the presence of Mrs. Aparna Panchpor and Mr. Yogesh Waingankar who acted as witnesses.
8. The Resolutions proposed to be considered through remote e-voting were not withdrawn.
9. The consolidated result of the votes cast through remote e-voting and the Poll at the 36th Annual general Meeting is as under:



- (a) **Resolution No. 1** **Adoption of the Audited Financial Statements as at 31st March 2015, together with Reports of the Board of Directors and the Auditors thereon.**

Ordinary Resolution

- (i) **Voted in favour** of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	2,77,04,323	99.998%
Poll	33	4,26,697	100.000%
Consolidated	42	2,81,31,020	99.998%

- (ii) **Voted against** the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	555	00.002%
Poll	Nil	Nil	Nil
Consolidated	1	555	00.002%

- (iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



- (b) Resolution No. 2 **Appointment of a Director in place of Mr. Pralhad Pawar (DIN: 06557071), who retires by rotation and being eligible, offers himself for re-election.**

Ordinary Resolution

- (i) Voted **in favour** of the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	2,77,04,323	99.998%
Poll	33	4,26,697	100.000%
Total	42	2,81,31,020	99.998%

- (ii) Voted **against** the resolution:

Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	555	00.002%
Poll	Nil	Nil	Nil
Total	1	555	00.002%

- (iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



