



24th July 2019

Corporate Relationship Department,
BSE Limited,
P. J. Tower, Dalal Street, Fort,
Mumbai-400 023

Dear Sir/ Madam,

Sub: Gist of proceedings of the 40th Annual General Meeting of the Company held on 24th July 2019
Ref: Security Code No. 522134

Pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the gist of proceedings of the 40th Annual General Meeting of the Company held on Wednesday, 24th July 2019 at 03:00 P.M. (IST) at Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai – 400034 is enclosed.

This is for your information and record please.

Yours Truly,
For **Artson Engineering Limited**

Deepak Tibrewal

Deepak Tibrewal
Company Secretary
FCS 8925



**GIST OF PROCEEDINGS OF 40TH ANNUAL GENERAL MEETING OF ARTSON
ENGINEERING LIMITED ("THE COMPANY")**

The 40th Annual General Meeting (AGM) of the Company was held on 24th July 2019 at 03.00 P.M. at Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai- 400034.

Total 38 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. 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.

Mr. Nalin M. Shah, Chairman, Audit Committee, could not attend the meeting, since he was unwell and nominated Mr. Michael Bastian to represent him.

Under the instructions of the Chairman of the Meeting, Mr. Deepak Tibrewal, Company Secretary, informed that the Attendance and Proxy Register, Register of Directors' 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 40th 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 2019 were taken as read.

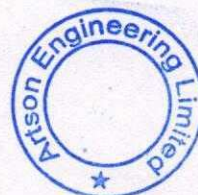
The Chairman provided an overview on the financial performance of the Company for the financial year ended 31st March 2019. Further he informed about the order book position, major orders received during the year and the status of the various projects/ achievements of the Company.

The Chairman confirmed that, in compliance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations 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, Company Secretary in Whole-time Practice 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, Order Book of 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.

Deepak Tibrewal



As per the Notice of AGM dated 8th May 2019, the following items were transacted at the AGM (Resolution 1 & 2 were passed as Ordinary business and Resolution 3 to 6 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 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pralhad Pawar (DIN: 06557071), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

3. Re-appointment of Mr. Nalin M. Shah (DIN: 00882723) as an Independent Director.
4. Re-appointment of Ms. Leja Hattiangadi (DIN: 00198720) as an Independent Director.
5. Ratification of remuneration payable to the Cost Auditors for the financial year 2019-20.
6. To enter into Related Party Transactions (RPT) with Tata Projects Limited (TPL) under Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

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 disseminated on BSE not later than 48 hours of the conclusion of the Meeting.

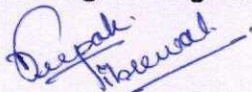
The Chairman then appreciated all the Stakeholders including Shareholders, Customers, Lenders and Regulatory Authorities for having reposed confidence in the Company, and to employees of the Company for their hard work and sincerity.

The Meeting concluded at 4.35 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

