



25th July 2019

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Dear Sir/ Madam,

Sub: Submission of Voting Results and Scrutinizer's Report
Ref: Security Code - 522134

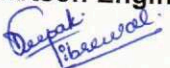
In continuation to the earlier disclosure regarding the Outcome of Annual General Meeting (AGM) and in compliance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed the following:

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - 1**.
2. Report of the Scrutinizer dated 25th July 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.

The same will also be available on the website of the Company at www.artson.net.

Kindly take this on your records.

Yours Truly,
For **Artson Engineering Limited**


Deepak Tibrewal
Company Secretary
FCS 8925



Encl: as above

Registered Office:

2nd Floor, Transocean House, Lake Boulevard Road,
Hiranandani Business Park, Powai, Mumbai - 400076,
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

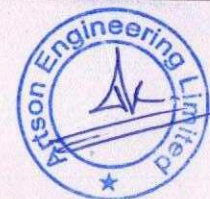
Corporate Office:

Ground Floor, Mithona Towers - 1, 1-7-80 to 87,
Prenderghast Road, Secunderabad-500 003,
T.S., India. Tel: +91-40-6601 8175

Artson Engineering Limited									
Resolution Required : (Ordinary)			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.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$	[8]
Promoter and Promoter Group	E-Voting	27690000	27690000	100.0000	27690000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	0
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	9224955	2363	0.0256	2359	4	99.8307	0.1693	0
	Poll		215	0.0023	215	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2578	0.0279	2574	4	99.8448	0.1552	0
Total		36920000	27692578	75.0070	27692574	4	100.0000	0.0000	0



Artson Engineering Limited									
Resolution Required : (Ordinary)			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.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27690000	27690000	100.0000	27690000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	0
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	9224955	2363	0.0256	2359	4	99.8307	0.1693	0
	Poll		215	0.0023	215	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2578	0.0279	2574	4	99.8448	0.1552	0
Total		36920000	27692578	75.0070	27692574	4	100.0000	0.0000	0



Artson Engineering Limited

Artson Engineering Limited									
Resolution Required : (Special)			3 - Re-appointment of Mr. Nalin M. Shah (DIN: 00882723) as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27690000	27690000	100.0000	27690000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	0
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	9224955	2363	0.0256	1329	1034	56.2421	43.7579	0
	Poll		215	0.0023	215	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2578	0.0279	1544	1034	59.8914	40.1086	0
Total		36920000	27692578	75.0070	27691544	1034	99.9963	0.0037	0



Artson Engineering Limited									
Resolution Required : (Special)			4 - Re-appointment of Ms. Leja Hattiangadi (DIN: 00198720) as an Independent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27690000	27690000	100.0000	27690000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	0
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	9224955	2363	0.0256	1269	1094	53.7029	46.2971	0
	Poll		215	0.0023	215	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2578	0.0279	1484	1094	57.5640	42.4360	0
Total		36920000	27692578	75.0070	27691484	1094	99.9960	0.0040	0



Artson Engineering Limited									
Resolution Required : (Special)			5 - Ratification of remuneration payable to the Cost Auditors for the financial year 2019-20						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	27690000	27690000	100.0000	27690000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		27690000	100.0000	27690000	0	100.0000	0.0000	0
Public Institutions	E-Voting	5045	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	9224955	2363	0.0256	2359	4	99.8307	0.1693	0
	Poll		215	0.0023	215	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2578	0.0279	2574	4	99.8448	0.1552	0
Total		36920000	27692578	75.0070	27692574	4	100.0000	0.0000	0



Artson Engineering Limited									
Resolution Required : (Special)			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						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	Poll	27690000	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Poll	5045	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
	E-Voting		2363	0.0256	2359	4	99.8307	0.1693	0
Public Non Institutions	Poll	9224955	215	0.0023	215	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		2578	0.0279	2574	4	99.8448	0.1552	0
			2578	0.0070	2574	4	99.8448	0.1552	0



REPORT OF SCRUTINIZER

[Pursuant to 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 40th Annual General Meeting
Artson Engineering Limited
2nd Floor, One Boulevard,
Lake Boulevard Road,
Hiranandani Business Park,
Powai, Mumbai 400076

**40th Annual General Meeting of the Equity Shareholders of
Artson Engineering Limited held on Wednesday, 24 July 2019 at 3.00 p.m. at the
Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC
Market, 73, Tardeo Road, Mumbai 400034**

Dear Sir,

1. 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 40th Annual General Meeting of the Company, held on **Wednesday, 24 July 2019 at 3.00 p.m. at the Seminar Hall, The Victoria Memorial School for the Blind, Opp. Tardeo AC Market, 73, Tardeo Road, Mumbai 400034**, submit my report as under:
2. The management of the Company assumes complete responsibility of ensuring compliance with the provisions of Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the applicable provisions of the Secretarial Standards and also with the Listing (Obligation & Disclosure Requirements) Regulations, 2015 relating to the remote e-voting and poll process.
3. The Notice dated 8 May 2019 convening the 40th Annual General Meeting of the Members of the Company together with the Explanatory Statement pursuant to Section 102 of the Act and other disclosures were sent to all the Shareholders through email as made available by the Company's Share Registrars and



Vishram Panchpor

Practising Company Secretary

Transfer Agents ("RTA") and also had sent out the physical notices through courier in respect of the matters to be considered at the Annual General Meeting. The Notice was also made available in public domain by uploading it on the Company's website.

4. Remote e-voting

- 4.1. The Company had availed remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting Remote E-voting by the Members of the Company.
- 4.2. The Members of the Company holding shares as on the "cut-off date" i.e. **Wednesday, 17 July 2019** were entitled to vote on the Resolutions as set out in Sr. Nos. 1 to 6 of the Notice dated 8 May 2019.
- 4.3. In terms of the Notice dated 8 May 2019 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 period commenced on **Sunday, 21 July 2019** at 9.00 a.m. and closed on **Tuesday, 23 July 2019** at 5.00 p.m. The said facility was blocked thereafter and the votes cast through remote e-voting facility were unblocked after the conclusion of the 40th Annual General Meeting in the presence of Mrs. Aparna Panchpor and Mr. Gaurav Sansare. Both, Mrs. Panchpor and Mr. Sansare were not in the employment of the Company.
- 4.4. At the end of the remote e-voting on 23 July 2019 at 5.00 p.m., the remote e-voting facility viz. NSDL e-voting system was blocked forthwith.
- 4.5. Votes cast through remote e-voting facility by Corporate/ Institutional Members who have emailed the scanned certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter at email ID vnp.scrutinizer@gmail.com, evoting@nsdl.com or who have uploaded on the designated website www.evoting.nsdl.com have been considered valid.
- 4.6. The Resolutions proposed to be considered through remote e-voting were not withdrawn.

5. Poll at the Annual General Meeting

- 5.1. The Company had made arrangements for poll facility for the Members enabling them to cast votes at the venue of the Annual General Meeting.



Vishram Panchpor

Practising Company Secretary

- 5.2. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling was locked in my presence with due identification marks placed by me.
- 5.3. At the 40th 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.
- 5.4. The poll papers which were incomplete and/ which were otherwise found defective have been treated as Invalid and record of the same has been kept separately.
- 5.5. The votes cast at the 40th 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 24 July 2019 in the presence of Mrs. Aparna Panchpor and Mr. Gaurav Sansare who acted as witnesses for the entire process.
6. As a Scrutinizer of the process, my responsibility is restricted to ensure the process to be carried on in fair and transparent manner and to report on the votes cast in 'favour' and 'against' the Resolution Nos. 1 to 6 as comprised in the Notice dated 8 May 2019.
7. Based on the information and records made available by Link Intime (India) Private Limited, the Company's Registrars and Share Transfer Agents, on the Poll conducted at the venue of the Annual General Meeting and based on the records downloaded from the official website of National Securities Depository Limited for the remote e-voting process, I now submit a consolidated result of the votes cast through remote e-voting and the Poll at the 40th Annual general Meeting as under:



(a) Resolution No. 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 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	11	27692359	99.999%
Poll	12	215	0.001%
Consolidated	23	27692574	100.00%

(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	4	4	0.000%
Poll	-	-	-
Consolidated	4	4	0.000%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



Vishram Panchpor
Practising Company Secretary

- (b) Resolution No. 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.

Ordinary Resolution

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

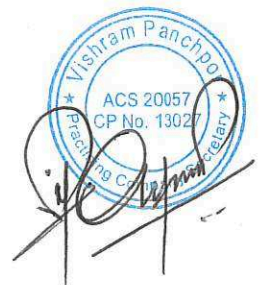
Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	27692359	99.999%
Poll	12	215	0.001%
Total	23	27692574	100.00%

- (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	4	4	0.000%
Poll	-	-	-
Total	4	4	0.000%

- (iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



- (c) Resolution No. 3 **Re-appointment of Mr. Nalin M. Shah (DIN: 00882723) as an Independent Director.**

Special 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	10	27691329	99.995%
Poll	12	215	0.001%
Total	22	27691544	99.996%

- (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	5	1034	0.004%
Poll	-	-	-
Total	5	1034	0.004%

- (iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



Vishram Panchpor
Practising Company Secretary

(d) Resolution No. 4 Re-appointment of Ms. Leja Hattiangadi (DIN: 00198720) as an Independent Director

Special 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	27691269	99.995%
Poll	12	215	0.001%
Total	21	27691484	99.996%

(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	6	1094	0.004%
Poll	-	-	-
Total	6	1094	0.004%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



(e) Resolution No. 5

Ratification of remuneration payable to the Cost Auditors for the financial year 2019-20

Ordinary Resolution

(i) Voted in favour of the resolution:

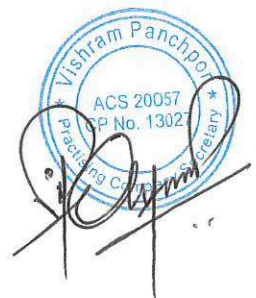
Vote cast through	Number of members	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	27692359	99.999%
Poll	12	215	0.001%
Total	23	27692574	100.00%

(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	4	4	0.000%
Poll	-	-	-
Total	4	4	0.000%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201



(f) Resolution No. 6

To enter into Related Party Transactions with Tata Projects Limited (TPL) under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rule, 2014.

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	10	2359	91.505%
Poll	12	215	8.340%
Total	22	2574	99.845%

(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	4	4	0.155%
Poll	-	-	-
Total	4	4	0.155%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	201

Note: Pursuant to the second proviso to Section 188 (1) of the Companies Act, 2013, and pursuant to the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015 as amended, Tata Projects Limited, being a Member as well as the Related Party of the Company, was not entitled to vote on this Ordinary Resolution.

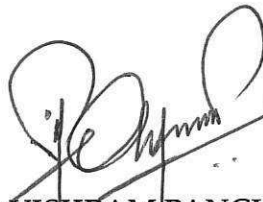



Vishram Panchpor

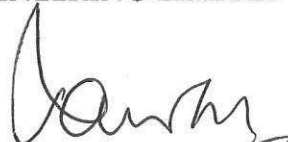
Practising Company Secretary

8. The grounds of invalidity included non-signing the ballot paper and not exercising the voting rights properly. There were 2 (two) ballot papers for 201 equity shares which were treated as invalid. Hence this would not have materially affected the Results.
9. Based on the above, Resolutions for Item Nos. 1 to 6 of the Notice dated 8 May 2019 of the 40th Annual General Meeting shall deemed to have been approved with the requisite majority.
10. All the poll papers and all other relevant records are in my custody and I will hand over the same to the Chairman or the Company Secretary after the Chairman considers, approves and signs the Minutes of the 40th Annual General Meeting.

Thanking you,
Yours faithfully



VISHRAM PANCHPOR
Practising Company Secretary
[ACS – 20057, CP No. – 13027]

Countersigned by
For ARTSON ENGINEERING LIMITED


Director

Mumbai, 25 July 2019